Instruction 1(b)

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

OMB APPROVAL										
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Marinello Kathryn V					2. Issuer Name and Ticker or Trading Symbol General Motors Co [GM]									heck all		cable)	ıg Per	son(s) to Iss 10% Ov	
	IAISSANC	irst) E CENTER	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 12/31/2014										Officer (give title below)		Other (s below)		specify
M/C: 482-C25-A36(Street)				4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person						
DETRO	DETROIT MI 48265-3000														orm f	filed by More than One Reporting			
(City)	(S	tate)	(Zip)																
		Tab	le I - Non-l	Deriva	tive	Sec	uritie	s Ac	quired, D	isp	osed o	of, or Be	neficia	lly Ov	vnec	l .			
Date				Day/Year)		2A. Deemed Execution Date if any (Month/Day/Ye		Code (Ins	Transaction Dispose Code (Instr. 5)		ities Acquir d Of (D) (Ins		4 and Secur Benef Owne		es ally Following	Form (D) o	n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership	
								Code	<i>,</i>	Amount	(A) o (D)	Price	Tra	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
		Т	able II - De (e						uired, Dis , options					y Owr	ned				
Derivative Conversion Date Execusive Or Exercise (Month/Day/Year) if any		3A. Deemed Execution Da if any (Month/Day/Y	n Date, Tran			n of E		6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Secu (Instr. 3 and 4)		8. Prid Derive Secur (Instr.	ative rity	9. Number derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4)	e s Illy J	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				C	ode \	v	(A)		Date Exercisable	Ex Da	piration ite	Title	Amount or Number of Shares						
Deferred Share Units ⁽¹⁾	(1)	12/31/2014	(1)		A		5,786		(1)		(1)	Common Stock	5,786	\$0 ⁰	(1)	27,350)	D	
Deferred Share	(2)	12/31/2014	(2)		A		891		(2)		(2)	Common Stock	891	\$0	(2)	28,241	L	D	

Explanation of Responses:

1. Deferred share units of the Company's Common Stock ("DSUs") were awarded on December 31, 2014 pursuant to the General Motors Company Deferred Compensation Plan for Non-Employee Directors (the "Plan"). Each non-employee director is required to defer one-half of the \$200,000 annual retainer fee for service on the Board of Directors into DSUs and may elect to defer more. The retainer fee is converted to DSUs based on the average closing price of the Common Stock for the previous calendar year. Amounts credited as DSUs will be paid in cash after the director leaves the Board. The Deferred Share Units do not have a conversion or exercise price, or an exercise or expiration date.

2. Pursuant to the Plan, dividends on the DSUs are credited in DSUs at the end of year.

Remarks:

/s/ Robert C. Shrosbree, attorney-in-fact for Ms.

01/05/2015

Marinello

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.