

**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 Instruction 1(b).

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

OMB APPROVAL	
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1. Name and Address of Reporting Person * <u>Girsky Stephen J</u>  (Last) (First) (Middle) 300 RENAISSANCE CENTER M/C: 482-C25-A36  (Street) DETROIT MI 48265-3000  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>General Motors Co [ GM ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2015	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	12/31/2015		M		8,679	A	\$0 <sup>(2)</sup>	111,705	D	
Common Stock	12/31/2015		D		5,366	D	\$34.15 <sup>(2)</sup>	106,339	D	
Common Stock	12/31/2015		F		3,313	D	\$34.15 <sup>(2)</sup>	103,026	D	
Common Stock <sup>(3)</sup>	12/31/2015		M		9,731	A	\$0 <sup>(2)</sup>	112,757	D	
Common Stock	12/31/2015		D		5,854	D	\$34.15 <sup>(2)</sup>	106,903	D	
Common Stock	12/31/2015		F		3,877	D	\$34.15 <sup>(2)</sup>	103,026	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Salary Stock Units <sup>(1)(2)</sup>	\$0.0 <sup>(4)</sup>	12/31/2015		M		8,679		(4)	(4)	Common Stock	8,679	\$0 <sup>(2)</sup>	8,678	D	
Salary Stock Units <sup>(2)(3)</sup>	\$0.0 <sup>(4)</sup>	12/31/2015		M		9,731		(4)	(4)	Common Stock	9,731	\$0 <sup>(2)</sup>	0	D	
Deferred Share Units <sup>(5)</sup>	\$0.0 <sup>(5)</sup>	12/31/2015		A		3,643		(5)	(5)	Common Stock	3,643	\$0 <sup>(5)</sup>	5,162	D	
Deferred Share Units <sup>(6)</sup>	\$0.0 <sup>(6)</sup>	12/31/2015		A		164		(6)	(6)	Common Stock	164	\$0 <sup>(6)</sup>	5,326	D	

**Explanation of Responses:**

- The Common Stock reported in this item was issued upon the settlement of a portion of a grant of Salary Stock Units ("SSUs") awarded on December 31, 2013 pursuant to the Company's Salary Stock Plan (the "GMSSP") and vested upon grant. The portion of this award currently payable was settled on December 31, 2015 in cash, less a portion withheld for taxes.
- Each SSU is the economic equivalent of one share of the Common Stock. Grants of SSUs are fully vested when made and will be settled in three equal, annual installments beginning one year after the date of grant. The GMSSP gives the Reporting Person the option of having a settlement made by delivery of shares of the Common Stock or by the delivery of cash in an amount equal to the fair market value of the Common Stock as of the applicable anniversary date of the SSU's grant. Under the GMSSP, the fair value of the Common Stock is the average of the high and low trading prices for the Common Stock as reported to the New York Stock Exchange, on which it is listed, on the date of the transaction, which was \$34.15.
- The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs awarded on December 31, 2012 pursuant to the GMSSP. The portion of this award currently payable was settled on December 31, 2015 in cash, less a portion withheld for taxes.
- The SSUs do not have an expiration or exercise date or carry a conversion or exercise price.
- As of July 1, 2014, Mr. Girsky ceased being an employee of the Company and remained on the Board of Directors as a Non-Employee Director. Deferred share units of the Company's Common Stock ("DSUs") were awarded on December 31, 2015 pursuant to the General Motors Company Deferred Compensation Plan (the "Plan") for Non-Employee Directors. Each non-employee director is required to defer one-half of the \$250,000 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, which was \$34.32. Amounts credited as DSUs will be paid in cash after the director leaves the Board, valued at the average daily closing price of the Common Stock for the quarter immediately preceding payment.
- Pursuant to the Plan, dividends on the DSUs are credited in DSUs at the end of year.

**Remarks:**

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.**