SEC Form 4

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).	**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Neumann Karl-Thomas	General Motors Co [GM]	Director ___ 10% Owner ___ **X** Officer (give title below) ___ Other (specify below) ___
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/31/2015	Executive Vice President
300 RENAISSANCE CENTER M/C: 492-C25-A36		
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
DETROIT MI 48265-3000		**X** Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
(City) (State) (Zip)		

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[(1)]	03/31/2015		M		5,938	A	$0	5,938	D	
Common Stock	03/31/2015		D		3,117	D	$37.75	2,821	D	
Common Stock	03/31/2015		F		2,821	D	$37.75	0	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[(2)]	$0.0[(3)]	03/31/2015		M			5,938	[(3)]	[(3)]	Common Stock	5,938	$0	5,938	D	

Explanation of Responses:

1. 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 March 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 March 31, 2015 in cash, less a portion withheld for taxes.

2. The SSUs reported in this item were granted on March 31, 2013 and began being settled in three equal, annual installments on March 31, 2014.

3. The SSUs do not have an expiration or exercise date or carry a conversion or exercise price.

Remarks:

/s/ Robert C. Shrosbree, attorney-in-fact for Dr. Neumann	04/02/2015
** 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.