

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Tsien Matthew</u> (Last) (First) (Middle) 300 RENAISSANCE CENTER M/C: 482C25-A36 (Street) DETROIT MI 48265 (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) Director 10% Owner Officer (give title below) Other (specify below) X Executive Vice President
	3. Date of Earliest Transaction (Month/Day/Year) 02/11/2016	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 02/16/2016	

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⁾⁽²⁾	02/11/2016		M		3,651	A	\$0	5,251	D	
Common Stock	02/11/2016		D		2,132	D	\$26.9	3,119	D	
Common Stock	02/11/2016		F		1,519	D	\$26.9	1,600	D	
Common Stock ⁽³⁾⁽⁴⁾	02/13/2016		M		8,098	A	\$0	9,698	D	
Common Stock	02/13/2016		D		4,729	D	\$27.4	4,969	D	
Common Stock	02/13/2016		F		3,369	D	\$27.4	1,600	D	
Common Stock ⁽³⁾⁽⁴⁾	02/13/2016		M		1,760	A	\$0	3,360	D	
Common Stock	02/13/2016		D		1,027	D	\$27.71	2,333	D	
Common Stock	02/13/2016		F		733	D	\$27.71	1,600	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
Restricted Stock Units ⁽⁵⁾	\$0.0	02/11/2016		M		3,651		(6)	(6)	Common Stock	3,651	\$0	7,300	D	
Restricted Stock Units ⁽⁷⁾	\$0.0	02/13/2016		M		8,098		(6)	(6)	Common Stock	8,098	\$0	4,049	D	
Restricted Stock Units ⁽⁸⁾	\$0.0	02/13/2016		M		1,760		(6)	(6)	Common Stock	1,760	\$0	1,759	D	

Explanation of Responses:

- The Common Stock reported in this item was issued upon the settlement of a portion of the Restricted Stock Units ("RSUs") awarded in 2015 pursuant to the Company's 2014 Long-Term Incentive Plan ("GMLTIP"). Each RSU represents a right to receive one share of the Company's Common Stock upon settlement.
- The portion of this award currently payable was settled on February 11, 2016 in cash in an amount equal to the fair market value of the Common Stock, determined under the GMLTIP on the settlement date. The fair value of the Common Stock on the settlement date was \$26.90, which was the average of the high and low trading prices for the Common Stock as reported by the New York Stock Exchange on that date.
- The Common Stock reported in this item was issued upon the settlement of a portion of the RSUs awarded in 2014 pursuant to the 2014 GMLTIP. Each RSU represents a right to receive one share of the Company's Common Stock upon settlement.
- The portion of this award currently payable was settled on February 13, 2016 in cash in an amount equal to the fair market value of the Common Stock, determined under the GMLTIP on the settlement date. The fair value of the Common Stock on the settlement date was \$27.40 and 27.71, respectively, which was the average of the high and low trading prices for the Common Stock as reported by the New York Stock Exchange on that date.
- The RSUs reported in this item were granted on February 11, 2015 and began being settled in three equal, annual installments on February 11, 2016. Each RSU represents a right to receive one share of the Company's Common Stock upon settlement.
- The RSUs do not have a conversion or exercise price or a date on which they become exercisable or expire.

7. RSUs were awarded on February 13, 2014, pursuant to the 2009 GMLTIP. Two-thirds of the RSUs vested on February 13, 2016, and the remaining one-third will vest on February 13, 2017. Each RSU represents a right to receive one share of the Company's Common Stock upon settlement.

8. The RSUs were awarded on June 11, 2014 pursuant to the 2014 GMLTIP. One-third of the RSUs vested on February 13, 2016, and the remaining one-third will vest on February 13, 2017. Each RSU represents a right to receive one share of the Company's Common Stock upon settlement.

Remarks:

This amendment is being filed to report the correct settlement of the RSUs. Due to an administrative error, the original filing incorrectly reported that the RSUs were settled in shares rather than cash.

/s/ Robert C. Shrosbree,
Attorney-In-Fact for Mr. Tsien 07/05/2016

** 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.

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