### FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

wasiiiigton,	D.C.	20548

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average h	nurden								

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

hours per response: 0.5

1. Name and Address of Reporting Person*  Ashton Joseph J  (Last) (First) (Middle)  300 RENAISSANCE CENTER  M/C: 482-C25-A36					2. Issuer Name and Ticker or Trading Symbol     General Motors Co [ GM ]  3. Date of Earliest Transaction (Month/Day/Year)     12/31/2015  4. If Amendment, Date of Original Filed (Month/Day/Year)						(Cf	Relationship of Reporting Per (Check all applicable)     X Director     Officer (give title below)      Individual or Joint/Group Filir			10% Ov Other (s below)	vner specify	
(Street) DETROI (City)			48265-3000 (Zip)							Lin					n		
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																
Date			Transaction te onth/Day/Y	Execution Date,		Code (In 8)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 5)  Amount (A) or (D)		str. 3, 4 and	Beneficially Owned Following Reported Transaction(s)		Form (D) o	n: Direct r Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
1. Title of Derivative Security (Instr. 3)	e of 2. 3. Transaction 3A. Deemed Execution Date, if any (Month/Day/Year) if any		e, 4. Trans	ansaction of E ode (Instr. Derivative (I			6. Date Exercisable and Expiration Date (Month/Day/Year)  Control 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		xpiration ate	Title	Amount or Number of Shares					
Deferred Share Units <sup>(1)</sup>	\$0.0 <sup>(1)</sup>	12/31/2015		A		5,464		(1)		(1)	Common Stock	5,464	\$0 <sup>(1)</sup>	8,051		D	
Deferred Share Units <sup>(2)</sup>	\$0.0 <sup>(2)</sup>	12/31/2015		A		256		(2)		(2)	Common Stock	256	\$0 <sup>(2)</sup>	8,307		D	

#### **Explanation of Responses:**

2. Pursuant to the General Motors Company Deferred Compensation Plan (the "Plan"), dividends on the DSUs are credited in DSUs at the end of year.

# Remarks:

/s/ Robert C. Shrosbree,

Attorney-In-Fact for Mr. 01/05/2016

**Ashton** 

\*\* 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.

<sup>1.</sup> 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.