

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>Barra Mary T</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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 03/31/2015	
4. If Amendment, Date of Original Filed (Month/Day/Year) 04/02/2015		

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)(2)(3)</sup>	03/31/2015		M		8,623	A	\$0	76,288 <sup>(1)(2)</sup>	D	
Common Stock	03/31/2015		D		4,533	D	\$37.75	71,755 <sup>(1)(2)</sup>	D	
Common Stock	03/31/2015		F		4,090	D	\$37.75	67,665 <sup>(1)(2)</sup>	D	
Common Stock <sup>(4)</sup>	03/31/2015		M		8,327	A	\$0	75,992 <sup>(1)(2)</sup>	D	
Common Stock	03/31/2015		D		4,375	D	\$37.75	71,617 <sup>(1)(2)</sup>	D	
Common Stock	03/31/2015		F		3,952	D	\$37.75	67,665 <sup>(1)(2)</sup>	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
Salary Stock Units <sup>(5)</sup>	\$0.0 <sup>(6)</sup>	03/31/2015		M		8,623		(7)	(7)	Common Stock	8,623	\$0	0	D	
Salary Stock Units <sup>(8)</sup>	\$0.0 <sup>(6)</sup>	03/31/2015		M		8,327		(7)	(7)	Common Stock	8,327	\$0	8,327	D	

Explanation of Responses:

- This amended Form 4 is being filed to correct the Form 4 filed by the Reporting Person on April 2, 2015 (the "Latest Form 4 Filing"), which incorrectly reported in Column 5 of Table I the amount of securities beneficially owned following each of the reported transactions. The Form 4 filings that were filed on July 5, 2011, October 4, 2011 and January 4, 2012 inadvertently reported the receipt of 16,865, 25,247 and 25,359 Salary Stock Units, respectively, in Table I as shares beneficially owned, instead of in Table II as derivative securities beneficially owned. (Continued in next footnote.)
- (Continued from prior footnote.) Additionally, the Reporting Person filed an amended Form 4 on April 2, 2013 (which amended the Form 4 filed by the Reporting Person on January 4, 2011) in order to revise the information reported in such original filing, and all subsequent Form 4 filings inadvertently failed to take into account such revised information. The errors in these filings carried forward in subsequent Form 4 filings and resulted in overstatements in the amounts of securities beneficially owned. Each of the amounts reported in Column 5 of Table I in the Latest Form 4 Filing was overstated by 63,811 shares.
- 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, 2012 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.
- 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.
- The SSUs reported in this item were granted on March 31, 2012 and were settled on March 31, 2015.
- Each SSU is the economic equivalent of one share of the Company's common stock. Grants of SSU are fully vested when made and will be settled in three equal, annual installments beginning one year after the date of grant, by the delivery of cash in an amount equal to the fair market value of the Company's common stock as of the applicable anniversary date of the SSU's grant. Under the GMSSP, the fair value of the Company's common stock is the average of the high and low trading prices for the Company's common stock as reported on the New York Stock Exchange, on which it is listed, on the date of the transaction, which was \$37.75.
- The SSUs do not have an expiration or exercise date or carry a conversion or exercise price.
- 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.

Remarks:

/s/ Robert C. Shrosbree, 07/02/2015  
 Attorney-In-Fact for Ms. Barra

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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