General Motors Co Form 4 January 03, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

See Instruction

1. Name and Address of Reporting Person * Barra Mary T

Symbol General Motors Co [GM] 5. Relationship of Reporting Person(s) to Issuer

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Check all applicable)

300 RENAISSANCE

(Month/Day/Year)

12/31/2013

2. Issuer Name and Ticker or Trading

Director 10% Owner Other (specify _X__ Officer (give title below)

CENTER, M/C: 482-C25-A36

(Street)

4. If Amendment, Date Original

Executive Vice President 6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

DETROIT, MI 48265-3000

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock (1)	12/31/2013		M	7,373	A	\$ 0 (2)	89,008	D	
Common Stock	12/31/2013		D	5,043	D	\$ 40.81 (2)	83,965	D	
Common Stock	12/31/2013		F	2,330	D	\$ 40.81 (2)	81,635	D	
Common Stock (3)	12/31/2013		M	8,453	A	\$ 0 (2)	90,088	D	
	12/31/2013		D	5,692	D		84,396	D	

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Common Stock					\$ 40.81 (2)		
Common Stock	12/31/2013	F	2,761	D	\$ 40.81 (2)	81,635	D
Common Stock (4)	12/31/2013	M	2,117	A	\$ 0 (2)	83,752	D
Common Stock	12/31/2013	D	669	D	\$ 40.81 (2)	83,083	D
Common Stock	12/31/2013	F	1,448	D	\$ 40.81 (2)	81,635	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Salary Stock Units (1)	\$ 0 (2)	12/31/2013		M		7,373	<u>(5)</u>	<u>(5)</u>	Common Stock	7,373
Salary Stock Units (3)	\$ 0 (2)	12/31/2013		M		8,453	<u>(5)</u>	<u>(5)</u>	Common Stock	8,453
Salary Stock Units (4)	<u>(2)</u>	12/31/2013		M		2,117	(5)	(5)	Common Stock	2,117
Salary Stock Units (6)	\$ 0 (2)	12/31/2013		A	17,398		<u>(5)</u>	<u>(5)</u>	Common Stock	17,398

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Barra Mary T

300 RENAISSANCE CENTER

M/C: 482-C25-A36

DETROIT, MI 48265-3000

Executive

Vice President

Signatures

/s/ Anne T. Larin, attorney-in-fact for Ms. Barra

01/03/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- The Common Stock reported in this item was issued upon the settlement of a portion of a grant of Salary Stock Units ("SSU") awarded on (1) December 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 December 31, 2013.
 - Each SSU is the economic equivalent of one share of the Company's common stock (the "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. The GMSSP gives the employee
- the option of having a settlement made by delivery of the Stock or of cash in an amount equal to the fair market value of the Stock as of the applicable anniversary date of the SSUs' grant. Under the GMSSP, the fair value of the Stock is the average of the high and low trading prices for the Stock as reported on the New York Stock Exchange, on which it is listed, on the date of the transaction, which was \$40.81. The employee opted to have these settlements made by delivery of cash, less a portion withheld for taxes.
- (3) The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs awarded on December 31, 2011.
- (4) The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs awarded on December 31, 2010.
- (5) The SSUs do not have an expiration or exercise date or carry a conversion or exercise price.
- (6) The SSUs reported in this item were granted on December 31, 2013 and will be settled in three equal, annual installments beginning December 31, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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