

General Motors Co  
Form 4  
February 15, 2017

**FORM 4**

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

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 OF  
SECURITIES**

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Jacoby Stefan

(Last) (First) (Middle)

300 RENAISSANCE  
CENTER, M/C: 482-C23-D24

(Street)

DETROIT, MI 48265-3000

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
General Motors Co [GM]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/13/2017

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock <sup>(1)</sup>	02/13/2017		M	5,905	A \$ 0	28,084	D
Common Stock	02/13/2017		F	1,616	D \$ 35.52	26,468	D
Common Stock <sup>(2)</sup>	02/13/2017		A	106,292	A \$ 0	132,760	D
Common Stock	02/13/2017		F	44,590	D \$ 35.52	88,170	D

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

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 control number.

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. 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 Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secu (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units <sup>(3)</sup>	\$ 0	02/13/2017		M		5,905		<u>(4)</u>	<u>(4)</u>	Common Stock	5,905

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jacoby Stefan 300 RENAISSANCE CENTER M/C: 482-C23-D24 DETROIT, MI 48265-3000			Executive Vice President	

## Signatures

/s/ Tia Y. Turk, Attorney-In-Fact for Mr.  
Jacoby

02/15/2017

                     \*\*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 and delivered upon the vesting of a grant of Restricted Stock Units ("RSUs")  
(1) awarded on June 11, 2014, pursuant to the Company's 2014 Long-Term Incentive Plan (the "GMLTIP"). This is the final installment of this delivery. Each RSU represents a right to receive one share of the Company's Common Stock upon settlement.

On June 11, 2014, the Reporting Person received a grant of Performance Stock Units (PSUs). Under the grant, PSUs could be earned  
(2) based on the achievement of performance conditions relating to ROIC-adjusted and Global Market Share from January 1, 2014 to December 31, 2016. PSUs vested and settled in shares of common stock on February 13, 2017.

(3) The RSUs in this item were granted on June 11, 2014 and were settled on February 13, 2017.

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(4) The RSUs do not have a conversion or exercise price, or a date on which they are exercisable or expire.

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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