

Suryadevara Dhivya
Form 4
February 12, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Suryadevara Dhivya

(Last) (First) (Middle)

300 RENAISSANCE
CENTER, M/C: 482-C23-A68

(Street)

DETROIT, MI 48207

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/10/2019

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 & CFO

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 (Instr. 4)
Common Stock ⁽¹⁾	02/10/2019		A	33,025	A \$ 0	58,642	D
Common Stock	02/10/2019		F	14,424	D \$ 38.7	44,218	D
Common Stock ⁽²⁾	02/10/2019		M	2,210	A \$ 0	46,428	D
Common Stock	02/10/2019		F	931	D \$ 38.7	45,497	D

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

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(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 (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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units ⁽³⁾	\$ 0	02/10/2019		M	2,210	<u>(4)</u>	<u>(4)</u>	Common Stock
								2,210

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Suryadevara Dhivya 300 RENAISSANCE CENTER M/C: 482-C23-A68 DETROIT, MI 48207	Executive Vice President & CFO

Signatures

/s/ Tia Y. Turk, Attorney-in-Fact for Ms.
Suryadevara

02/12/2019

 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).

- On February 10, 2016, the Reporting Person received a grant of Performance Stock Units ("PSUs") under the Company's 2014
- (1) Long-Term Incentive Plan (the "2014 LTIP"). Under the grant, the PSUs could be earned based on the achievement of certain financial targets. The PSUs vested on February 10, 2019, and were awarded in shares of Common Stock.
 - (2) The Common Stock reported in this item was issued and delivered upon the vesting of a grant of Restricted Stock Units ("RSUs") awarded to the Reporting Person on February 10, 2016, under the Company's 2014 LTIP.
 - (3) The RSUs were awarded on February 10, 2016, under the 2014 LTIP. One-third of the RSUs vested on February 10, 2017, February 10, 2018, and February 10, 2019, respectively. Each RSU represents a right to receive one share of the Company's Common Stock upon

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settlement.

(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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