

General Motors Co
Form 4
April 02, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Millikin Michael P

(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
General Motors Co [GM]

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President & GC

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock <u>(1)</u> | 03/31/2014 | | M | | 8,018 A \$ 0 <u>(2)</u> | 89,682 | D |
| Common Stock | 03/31/2014 | | D | | 4,214 D \$ 34.37 <u>(2)</u> | 85,468 | D |
| Common Stock | 03/31/2014 | | F | | 3,804 D \$ 34.37 <u>(2)</u> | 81,664 | D |
| Common Stock <u>(3)</u> | 03/31/2014 | | M | | 8,322 A \$ 0 <u>(2)</u> | 89,986 | D |
| | 03/31/2014 | | D | | 4,374 D | 85,612 | D |

Edgar Filing: General Motors Co - Form 4

| | | | | | | | | |
|-------------------------|------------|---|-------|---|--|---------------------------|--------|---|
| Common Stock | | | | | | \$ 34.37 <u>(2)</u> | | |
| Common Stock | 03/31/2014 | F | 3,948 | D | | \$ 34.37 <u>(2)</u> | 81,664 | D |
| Common Stock <u>(4)</u> | 03/31/2014 | M | 5,475 | A | | \$ 0 <u>(2)</u> | 87,139 | D |
| Common Stock | 03/31/2014 | D | 2,878 | D | | \$ 34.37 <u>(2)</u> | 84,261 | D |
| Common Stock | 03/31/2014 | F | 2,597 | D | | \$ 34.37 <u>(2)</u> | 81,664 | 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--------|--|------------------|---|--------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Salary Stock Units <u>(1)</u> | \$ 0 <u>(2)</u> | 03/31/2014 | | M | | 8,018 | <u>(5)</u> | <u>(5)</u> | Common Stock | 8,018 |
| Salary Stock Units <u>(3)</u> | \$ 0 <u>(2)</u> | 03/31/2014 | | M | | 8,322 | <u>(5)</u> | <u>(5)</u> | Common Stock | 8,322 |
| Salary Stock Units <u>(4)</u> | \$ 0 <u>(2)</u> | 03/31/2014 | | M | | 5,475 | <u>(5)</u> | <u>(5)</u> | Common Stock | 5,475 |
| Restricted Stock Units <u>(6)</u> | \$ 0 | 03/31/2014 | | A | | 58,191 | <u>(7)</u> | <u>(7)</u> | Common Stock | 58,191 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Millikin Michael P 300 RENAISSANCE CENTER M/C: 482-C25-A36 DETROIT, MI 48265-3000 | | | Executive Vice President & GC | |

Signatures

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

Millikin

04/02/2014

__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 ("SSUs) awarded on
(1) 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, 2014.

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
(2) 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 \$34.37. 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 March 31, 2012.

(4) The Common Stock reported in this item was issued upon the settlement of a portion of a grant of SSUs awarded on March 31, 2011.

(5) The SSUs do not have an expiration or exercise date or carry a conversion or exercise price.

Restricted Stock Units ("RSUs") were awarded on March 31, 2014, pursuant to the Company's 2009 Long-Term Incentive Plan (the
(6) "GMLTIP"). Each RSU represents a right to receive one share of the Company's common stock upon settlement. These RSUs will vest and be settled December 31, 2014, provided that the reporting person is employed by the Company on the vesting date.

(7) The RSUs do not have a date on which they become 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.

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.