

General Motors Co  
Form 4/A  
July 05, 2016

**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  
Number: 3235-0287  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Tsien Matthew

(Last) (First) (Middle)

300 RENAISSANCE  
CENTER, M/C: 482C25-A36

(Street)

DETROIT, MI 48265

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/11/2016

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
02/16/2016

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 (Instr. 4)
Common Stock <u>(1)</u> <u>(2)</u>	02/11/2016		M	3,651 A \$ 0	5,251	D	
Common Stock	02/11/2016		D	2,132 D \$ 26.9	3,119	D	
Common Stock	02/11/2016		F	1,519 D \$ 26.9	1,600	D	
Common Stock <u>(3)</u> <u>(4)</u>	02/13/2016		M	8,098 A \$ 0	9,698	D	
Common Stock	02/13/2016		D	4,729 D \$ 27.4	4,969	D	

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Common Stock	02/13/2016	F	3,369	D	\$ 27.4	1,600	D
Common Stock <sup>(3)</sup> <sup>(4)</sup>	02/13/2016	M	1,760	A	\$ 0	3,360	D
Common Stock	02/13/2016	D	1,027	D	\$ 27.71	2,333	D
Common Stock	02/13/2016	F	733	D	\$ 27.71	1,600	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. 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. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units <sup>(5)</sup>	\$ 0	02/11/2016		M	3,651	<u>(6)</u>	<u>(6)</u>	Common Stock
Restricted Stock Units <sup>(7)</sup>	\$ 0	02/13/2016		M	8,098	<u>(6)</u>	<u>(6)</u>	Common Stock
Restricted Stock Units <sup>(8)</sup>	\$ 0	02/13/2016		M	1,760	<u>(6)</u>	<u>(6)</u>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	Executive Vice President

Tsien Matthew  
300 RENAISSANCE CENTER  
M/C: 482C25-A36  
DETROIT, MI 48265

## Signatures

/s/ Robert C. Shrosbree, Attorney-In-Fact for Mr.  
Tsien

07/05/2016

\_\_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).
- (1) The Common Stock reported in this item was issued upon the settlement of a portion of the Restricted Stock Units ("RSUs") awarded in 2015 pursuant to the Company's 2014 Long-Term Incentive Plan ("GMLTIP"). Each RSU represents a right to receive one share of the Company's Common Stock upon settlement.
- (2) The portion of this award currently payable was settled on February 11, 2016 in cash in an amount equal to the fair market value of the Common Stock, determined under the GMLTIP on the settlement date. The fair value of the Common Stock on the settlement date was \$26.90, which was the average of the high and low trading prices for the Common Stock as reported by the New York Stock Exchange on that date.
- (3) The Common Stock reported in this item was issued upon the settlement of a portion of the RSUs awarded in 2014 pursuant to the 2014 GMLTIP. Each RSU represents a right to receive one share of the Company's Common Stock upon settlement.
- (4) The portion of this award currently payable was settled on February 13, 2016 in cash in an amount equal to the fair market value of the Common Stock, determined under the GMLTIP on the settlement date. The fair value of the Common Stock on the settlement date was \$27.40 and 27.71, respectively, which was the average of the high and low trading prices for the Common Stock as reported by the New York Stock Exchange on that date.
- (5) The RSUs reported in this item were granted on February 11, 2015 and began being settled in three equal, annual installments on February 11, 2016. Each RSU represents a right to receive one share of the Company's Common Stock upon settlement.
- (6) The RSUs do not have a conversion or exercise price or a date on which they become exercisable or expire.
- (7) RSUs were awarded on February 13, 2014, pursuant to the 2009 GMLTIP. Two-thirds of the RSUs vested on February 13, 2016, and the remaining one-third will vest on February 13, 2017. Each RSU represents a right to receive one share of the Company's Common Stock upon settlement.
- (8) The RSUs were awarded on June 11, 2014 pursuant to the 2014 GMLTIP. One-third of the RSUs vested on February 13, 2016, and the remaining one-third will vest on February 13, 2017. Each RSU represents a right to receive one share of the Company's Common Stock upon settlement.

### Remarks:

This amendment is being filed to report the correct settlement of the RSUs. Due to an administrative error, the original filing i

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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