

General Motors Co
Form 3
June 19, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â de Nysschen Carel J.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/09/2015

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

4. Relationship of Reporting
Person(s) to Issuer

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

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

(Street)

(Check all applicable)

____ Director ____ 10% Owner
X Officer ____ Other
(give title below) (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

DETROIT,Â MIÂ 48265-3000

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

**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.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Date
Exercisable

Expiration
Date

Title

Amount or
Number of
Shares

(Instr. 5)

Restricted Stock Units ⁽¹⁾ <u>(2)</u>	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	41,509	\$ ⁽¹⁾	D	Â
Restricted Stock Units ⁽¹⁾ <u>(3)</u>	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	9,458	\$ ⁽¹⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
de Nysschen Carel J. 300 RENAISSANCE CENTER M/C: 482-C25-A36 DETROIT, MI 48265-3000	Â	Â	Â Executive Vice President	Â

Signatures

/s/ Robert W. Boyle, Jr., Attorney-In-Fact for Mr. de
Nysschen

06/19/2015

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Restricted Stock Units ("RSUs") are awarded under the General Motors Company 2014 Long-Term Incentive Plan (the "GMLTIP").
(1) Each RSU represents a right to receive one share of the Company's Common Stock upon settlement. The RSUs do not have an expiration date or carry a conversion or exercise price. RSUs are settled when they vest provided that all the conditions in the GMLTIP have been satisfied.

(2) The RSUs reported in this item were awarded on January 5, 2015 pursuant to the GMLTIP. Of these RSUs, 13,837 will vest on October 1, 2015, 13,836 will vest on October 1, 2016, and 13,836 will vest on October 1, 2017, provided that the reporting person remains continuously employed through the vesting date.

(3) The RSUs reported in this item were awarded on February 11, 2015 pursuant to the GMLTIP. Of these RSUs, 3,153 will vest on February 11, 2016, 3,153 will vest on February 11, 2017, and 3,152 will vest on February 11, 2018, provided that the reporting person remains continuously employed through the vesting date.

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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