

General Motors Co
 Form 4/A
 July 05, 2016

FORM 4

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

OMB APPROVAL

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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 *
 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)
 03/01/2016

4. If Amendment, Date Original Filed(Month/Day/Year)
 03/03/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
				(A) or (D)	Price		
Common Stock <u>(1)</u> <u>(2)</u>	03/01/2016		M	5,224	A \$ 0	6,824	D
Common Stock	03/01/2016		D	3,050	D \$ 29.58	3,774	D
Common Stock	03/01/2016		F	2,174	D \$ 29.58	1,600	D

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

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 (9-02)

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(4) The RSUs in this item were granted on March 1, 2013 and were settled on March 1, 2016.

Remarks:

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

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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