

Suryadevara Dhivya
 Form 3
 September 11, 2018

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Suryadevara Dhivya | | (Month/Day/Year) | General Motors Co [GM] | |
| (Last) | (First) | (Middle) | 09/01/2018 | |
| 300 RENAISSANCE CENTER, M/C: 482-C23-A68 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| DETROIT, MI 48207 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Executive Vice President & CFO | |

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) |
|---------------------------------|---|--|---|
| Common Stock | 25,617 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---|------------------|------------------|--------------|----------------------------|-------------------|----------------------------|---|
| Restricted Stock Units ⁽¹⁾ | Â ⁽²⁾ | Â ⁽²⁾ | Common Stock | 2,210 | \$ ⁽²⁾ | D | Â |
| Employee Stock Option (Right to Buy) ⁽³⁾ | Â ⁽³⁾ | 02/28/2025 | Common Stock | 113,883 | \$ 31.32 | D | Â |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | Â ⁽⁴⁾ | 06/07/2027 | Common Stock | 36,898 | \$ 34.34 | D | Â |
| Employee Stock Option (Right to Buy) ⁽⁵⁾ | Â ⁽⁵⁾ | 02/13/2028 | Common Stock | 22,193 | \$ 41.4 | D | Â |

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 | Â | Â | Â Executive Vice President & CFO | Â |

Signatures

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

09/11/2018

__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).

(1) The RSUs were awarded on February 10, 2016 and will vest on February 10, 2019. Each RSU represents a right to receive one share of the Company's Common Stock upon settlement.

(2) The RSUs do not have a conversion or exercise price, or a date on which they are exercisable or expire.

(3) The Stock Options were granted on July 28, 2015. 60% of the options have vested. 20% vest on February 15, 2019 upon GM meeting or exceeding the median Total Shareholder Return ("TSR") of the original equipment manufacturers, other than GM, as of the grant date in the Dow Jones Automobiles and Parts Titan 30 Index ("OEM Peer Group") for the period July 28, 2015 through December 31, 2018; and the remaining 20% will vest on February 15, 2020 upon GM meeting or exceeding the median TSR of the OEM Peer Group for the period July 28, 2015 through December 31, 2019.

(4) The Stock Options were granted on June 7, 2017 and began being settled in three equal, annual installments on February 14, 2018.

(5) The Stock Options were granted on February 13, 2018 and will vest annually in three equal installments beginning February 13, 2019.

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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