

General Motors Co  
 Form 3  
 February 04, 2014

**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 <b>and</b> Ticker or Trading Symbol	
Â DeLuca James B.		(Month/Day/Year)	General Motors Co [GM]	
(Last)	(First)	(Middle)	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		02/01/2014	(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
DETROIT,Â MIÂ 48265-3000			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			Executive Vice President	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**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)
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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	

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(Instr. 5)

Restricted Stock Units <u>(1)</u> <u>(2)</u>	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	10,027	\$ <u>(1)</u>	D	Â
Restricted Stock Units <u>(1)</u> <u>(3)</u>	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	15,402	\$ <u>(1)</u>	D	Â
Salary Stock Units <u>(4)</u> <u>(5)</u>	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	779	\$ <u>(4)</u>	D	Â
Salary Stock Units <u>(4)</u> <u>(6)</u>	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	801	\$ <u>(4)</u>	D	Â
Salary Stock Units <u>(4)</u> <u>(7)</u>	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	1,200	\$ <u>(4)</u>	D	Â
Salary Stock Units <u>(4)</u> <u>(8)</u>	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	1,205	\$ <u>(4)</u>	D	Â
Salary Stock Units <u>(4)</u> <u>(9)</u>	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	714	\$ <u>(4)</u>	D	Â
Salary Stock Units <u>(4)</u> <u>(10)</u>	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	714	\$ <u>(4)</u>	D	Â
Salary Stock Units <u>(4)</u> <u>(11)</u>	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	611	\$ <u>(4)</u>	D	Â
Salary Stock Units <u>(4)</u> <u>(12)</u>	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	496	\$ <u>(4)</u>	D	Â
Salary Stock Units <u>(4)</u> <u>(13)</u>	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	631	\$ <u>(4)</u>	D	Â
Salary Stock Units <u>(4)</u> <u>(14)</u>	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	632	\$ <u>(4)</u>	D	Â
Salary Stock Units <u>(4)</u> <u>(15)</u>	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	584	\$ <u>(4)</u>	D	Â
Salary Stock Units <u>(4)</u> <u>(16)</u>	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	515	\$ <u>(4)</u>	D	Â

## Reporting Owners

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

## Signatures

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

02/04/2014

\*\*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) Restricted Stock Units ("RSUs") are awarded under the General Motors Company 2009 Long-Term Incentive Plan (the "GMLTIP"). Each RSU represents a right to receive one share of the Company's common stock ("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 March 15, 2012 pursuant to the GMLTIP. Of these RSUs, 6,685 will vest on March 15, 2014, and 3,342 will vest on March 15, 2015, provided that the reporting person remains continuously employed through the vesting date.
- (3) The RSUs reported in this item were awarded on March 1, 2013 pursuant to the GMLTIP. Of these RSUs, 249 will vest on March 1, 2014, 7,436 will vest on March 15, 2015, and 717 will vest on March 1, 2015, provided that the reporting person remains continuously employed through the vesting date.
- (4) Salary Stock Units ("SSUs") are awarded under the General Motors Company Salary Stock Plan. Each SSU is the economic equivalent of one share of the Stock. Grants of SSUs 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 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. SSUs do not have an exercisable or expiration date or an exercise or conversion price.
- (5) The SSUs reported in this item were granted on March 31, 2011 and will be settled on March 31, 2014.
- (6) The SSUs reported in this item were granted on June 30, 2011 and will be settled on June 30, 2014.
- (7) The SSUs reported in this item were granted on September 30, 2011 and will be settled on September 30, 2014.
- (8) The SSUs reported in this item were granted on December 31, 2011 and will be settled on December 31, 2014.
- (9) The SSUs reported in this item were attributable nunc pro tunc to the first quarter of 2012 and granted on June 30, 2012, and will be settled in equal installments on March 31, 2014 and March 31, 2015.
- (10) The SSUs reported in this item were granted on June 30, 2012 and will be settled in equal installments on June 30, 2014 and June 30, 2015.
- (11) The SSUs reported in this item were granted on September 30, 2012; 306 will be settled on September 30, 2014 and the remainder on September 30, 2015.
- (12) The SSUs reported in this item were granted on December 31, 2012 and will be settled in equal installments on December 31, 2014 and December 31, 2015.
- (13) The SSUs reported in this item were attributable nunc pro tunc to the first quarter of 2013 and granted on June 30, 2013. Of these RSUs, 211 will be settled on March 31, 2014 and the remainder will be settled in equal installments on March 31, 2015, and March 31, 2016.
- (14) The SSUs reported in this item were granted on June 30, 2013. Of these RSUs, 211 will be settled on June 30, 2014 and on June 30, 2015, and 210 will be settled on June 30, 2016.
- (15) The SSUs reported in this item were granted on September 30, 2013. Of these RSUs, 195 will be settled on September 30, 2014 and on September 30, 2015, and the remainder will be settled September 30, 2016.
- (16) The SSUs reported in this item were granted on December 31, 2013. Of these RSUs, 172 will be settled on December 31, 2014 and on December 31, 2015, and the remainder will be settled December 31, 2016.

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.