

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 *  |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Å de Nysschen Carel J.                     |         | (Month/Day/Year)                     | General Motors Co [GM]   |  |
| (Last)                                     | (First) | (Middle)                             | 06/09/2015   |  |
| 300 RENAISSANCE CENTER, Å M/C: 482-C25-A36 |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                   |         |                                      | (Check all applicable)   |  |
| DETROIT, Å MI Å 48265-3000                 |         |                                      | <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   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect (I) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of Shares   |  |

(Instr. 5)

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

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| de Nysschen Carel J.<br>300 RENAISSANCE CENTER<br>M/C: 482-C25-A36<br>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).

(1) Restricted Stock Units ("RSUs") are awarded under the General Motors Company 2014 Long-Term Incentive Plan (the "GMLTIP"). 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. 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.