

General Motors Co
 Form 3
 January 17, 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 and Ticker or Trading Symbol	
Stevens Charles K. III		(Month/Day/Year)	General Motors Co [GM]	
(Last)	(First)	(Middle)	01/15/2014	
300 RENAISSANCE CENTER, 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, MI 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 & 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)
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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) 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	2,916	\$ ⁽¹⁾	D	Â
Restricted Stock Units ⁽¹⁾ <u>(3)</u>	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	17,156	\$ ⁽¹⁾	D	Â
Restricted Stock Units ⁽¹⁾ <u>(4)</u>	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	26,601	\$ ⁽¹⁾	D	Â
Salary Stock Units ⁽⁵⁾ ⁽⁶⁾	Â ⁽⁵⁾	Â ⁽⁵⁾	Common Stock	425	\$ ⁽⁵⁾	D	Â
Salary Stock Units ⁽⁵⁾ ⁽⁷⁾	Â ⁽⁵⁾	Â ⁽⁵⁾	Common Stock	425	\$ ⁽⁵⁾	D	Â
Salary Stock Units ⁽⁵⁾ ⁽⁸⁾	Â ⁽⁵⁾	Â ⁽⁵⁾	Common Stock	364	\$ ⁽⁵⁾	D	Â
Salary Stock Units ⁽⁵⁾ ⁽⁹⁾	Â ⁽⁵⁾	Â ⁽⁵⁾	Common Stock	295	\$ ⁽⁵⁾	D	Â
Salary Stock Units ⁽⁵⁾ ⁽¹⁰⁾	Â ⁽⁵⁾	Â ⁽⁵⁾	Common Stock	376	\$ ⁽⁵⁾	D	Â
Salary Stock Units ⁽⁵⁾ ⁽¹¹⁾	Â ⁽⁵⁾	Â ⁽⁵⁾	Common Stock	376	\$ ⁽⁵⁾	D	Â
Salary Stock Units ⁽⁵⁾ ⁽¹²⁾	Â ⁽⁵⁾	Â ⁽⁵⁾	Common Stock	348	\$ ⁽⁵⁾	D	Â
Salary Stock Units ⁽⁵⁾ ⁽¹³⁾	Â ⁽⁵⁾	Â ⁽⁵⁾	Common Stock	307	\$ ⁽⁵⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stevens Charles K. III 300 RENAISSANCE CENTER M/C: 482-C25-A36 DETROIT, MI 48265-3000	Â	Â	Â Executive Vice President & CFO	Â

Signatures

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

01/17/2014

**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 (the "Stock") upon settlement. The RSUs do not

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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 February 10, 2011 pursuant to the GMLTIP and will vest on February 10, 2014, provided that the reporting person remains continuously employed through the vesting date.
 - (3) The RSUs reported in this item were awarded on March 15, 2012 pursuant to the GMLTIP. Of these RSUs, 11,438 will vest on March 15, 2014, and 5,718 will vest on March 15, 2015, provided that the reporting person remains continuously employed through the vesting date.
 - (4) The RSUs reported in this item were awarded on March 1, 2013 pursuant to the GMLTIP. Of these RSUs, 4,477 will vest on March 1, 2014, 14,750 will vest on March 1, 2015, and 7,374 will vest on March 1, 2015, provided that the reporting person remains continuously employed through the vesting date.
- 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 attributable nunc pro tunc to the first quarter of 2012 and granted on June 30, 2012; 213 will be settled on March 31, 2014 and the remainder on March 31, 2015.
 - (6) The SSUs reported in this item were granted on June 30, 2012; 213 will be settled on Jun 30, 2014 and the remainder on June 30, 2015.
 - (7) The SSUs reported in this item were granted on September 30, 2012 and will be settled in equal installments on September 30, 2014 and September 30, 2015.
 - (8) The SSUs reported in this item were granted on December 31, 2012; 148 will be settled on December 31, 2014 and the remainder on December 31, 2015.
 - (9) 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, 126 will be settled on March 31, 2014 and the remainder will be settled in equal installments on March 31, 2015 and March 31, 2016.
 - (10) The SSUs reported in this item were granted on June 30, 2013. Of these RSUs, 126 will be settled on June 30, 2014, and the remainder will be settled in equal installments on June 30, 2015 and June 30, 2016.
 - (11) The SSUs reported in this item were granted on September 30, 2013 and will be settled in equal intallments on September 30, 2014, September 30, 2015 and September 30, 2016.
 - (12) The SSUs reported in this item were granted on December 31, 2013. Of these RSUs, 103 will be settled on December 31, 2014, and the remainder will be settled in equal installments on December 31, 2015 and 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.