

Stevens Charles K. III  
 Form 4  
 February 13, 2018

**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 \*  
 Stevens Charles K. III

2. Issuer Name and Ticker or Trading Symbol  
 General Motors Co [GM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 300 RENAISSANCE  
 CENTER, M/C: 482-C23-D24  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/09/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President & CFO

DETROIT, MI 48265-3000

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 02/09/2018                           |  | S                              |   | \$ 35,000<br>(1)<br>40.88<br>(2)  | D  |                                   |
| Common Stock (3)                | 02/10/2018                           |  | M                              |   | 10,375  | A  | \$ 0 36,427                       |
| Common Stock                    | 02/10/2018                           |  | F                              |   | 2,824   | D  | \$ 41.46 33,603                   |
| Common Stock (4)                | 02/11/2018                           |  | M                              |   | 6,360   | A  | \$ 0 39,963                       |
| Common Stock                    | 02/11/2018                           |  | F                              |   | 1,731   | D  | \$ 41.46 38,232                   |

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|                             |            |   |         |   |          |         |   |
|-----------------------------|------------|---|---------|---|----------|---------|---|
| Common Stock <sup>(5)</sup> | 02/11/2018 | A | 114,482 | A | \$ 0     | 152,714 | D |
| Common Stock                | 02/11/2018 | F | 49,973  | D | \$ 41.46 | 102,741 | D |

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units <sup>(6)</sup>      | \$ 0   | 02/10/2018                           |  | M                              | 10,375  | <u>(7)</u> / <u>(7)</u>                                  | Common Stock  | 10,375                        |
| Restricted Stock Units <sup>(8)</sup>      | \$ 0   | 02/11/2018                           |  | M                              | 6,360   | <u>(7)</u> / <u>(7)</u>                                  | Common Stock  | 6,360                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                      |       |
|--|---------------|-----------|--------------------------------------|-------|
|  | Director      | 10% Owner | Officer                              | Other |
| Stevens Charles K. III<br>300 RENAISSANCE CENTER<br>M/C: 482-C23-D24<br>DETROIT, MI 48265-3000 |               |           | Executive<br>Vice President<br>& CFO |       |

## Signatures

/s/ Tia Y. Turk, Attorney-In-Fact for Mr. Stevens 02/13/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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 sales reported in this line were effected pursuant to a Rule 10b5-1 trading plan.

The price in Column 4 is the weighted average selling price of the shares. The shares were sold in multiple transactions at prices from

(2) \$40.68 to \$41.03, inclusive. The Reporting Person undertakes to provide to the SEC, GM and any security holder, upon request, full information regarding the number of shares sold at each price point within the ranges set forth in this footnote.

(3) The Common Stock reported in this item was issued and delivered upon the vesting of a grant of Restricted Stock Units ("RSUs") awarded on February 10, 2016.

(4) The Common Stock reported in this item was issued and delivered upon the vesting of a grant of RSUs awarded on February 11, 2015.

(5) On February 11, 2015, the Reporting Person received a grant of Performance Stock Units ("PSUs"). Under the grant, PSUs could be earned based on the achievement of certain financial targets. PSUs vested and settled in shares of common stock on February 11, 2018.

(6) The RSUs were awarded on February 10, 2016. One-third of the RSUs vested on February 10, 2018, and the remaining one-third will vest on February 10, 2019. Each RSU represents a right to receive one share of the Company's Common Stock upon settlement.

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

(8) The RSUs in this item were granted on February 11, 2015 and were settled on February 11, 2018.

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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