

General Motors Co
Form 4/A
July 02, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
Ammann Daniel

(Last) (First) (Middle)
300 RENAISSANCE
CENTER, M/C: 482-C25-A36

(Street)

DETROIT, MI 48265-3000

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2015

4. If Amendment, Date Original Filed(Month/Day/Year)
04/02/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President

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

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock ⁽¹⁾ ₍₂₎ ₍₃₎ | 03/31/2015 | | M | 9,048 | A \$ 0 | 158,739 ⁽¹⁾ ₍₂₎ | D |
| Common Stock | 03/31/2015 | | F | 4,236 | D \$ 37.75 | 154,503 ⁽¹⁾ ₍₂₎ | D |
| Common Stock ⁽⁴⁾ | 03/31/2015 | | M | 8,338 | A \$ 0 | 162,841 ⁽¹⁾ ₍₂₎ | D |
| Common Stock | 03/31/2015 | | F | 3,903 | D \$ 37.75 | 158,938 ⁽¹⁾ ₍₂₎ | D |

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

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2012 inadvertently reported the receipt of 16,865, 25,247 and 25,359 Salary Stock Units, respectively, in Table I as shares beneficially owned, instead of in Table II as derivative securities beneficially owned. (Continued in the next footnote.)

(Continued from prior footnote.) Additionally, the Reporting Person filed a Form 4 on January 3, 2014 that inadvertently reported the net shares received by the Reporting Person upon settlement of Salary Stock Units as the amount of shares withheld for tax purposes (and vice versa), which resulted in a partially offsetting computational error of 3,004 shares. The errors in these filings carried forward in subsequent Form 4 filings and resulted in overstatements in the amounts of securities beneficially owned. Each of the amounts reported in Column 5 of Table I in the Latest Form 4 Filing was overstated by 75,585 shares.

- (3) The Common Stock reported in this item was issued upon the settlement of a portion of a grant of Salary Stock Units ("SSUs") awarded on March 31, 2012 pursuant to the Company's Salary Stock Plan (the "GMSSP") and vested upon grant. The portion of this award currently payable was settled on March 31, 2015.

- (4) The Common Stock reported in this item was issued upon the settlement of a portion of a grant of Salary Stock Units ("SSUs") awarded on March 31, 2013 pursuant to the Company's Salary Stock Plan (the "GMSSP") and vested upon grant. The portion of this award currently payable was settled on March 31, 2015.

- (5) The SSUs reported in this item were granted on March 31, 2012 and were settled on March 31, 2015.

- (6) Each SSU is the economic equivalent of one share of the Company's common stock. Grants of SSU are fully vested when made and will be settled in three equal, annual installments beginning one year after the date of grant, by the delivery of cash in an amount equal to the fair market value of the Company's common stock as of the applicable anniversary date of the SSU's grant. Under the GMSSP, the fair value of the Company's common stock is the average of the high and low trading prices for the Company's common stock as reported on the New York Stock Exchange, on which it is listed, on the date of the transaction, which was \$37.75.

- (7) The SSUs do not have an expiration or exercise date or carry a conversion or exercise price.

- (8) The SSUs reported in this item were granted on March 31, 2013 and began being settled in three equal, annual installments on March 31, 2014.

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.