

WENIG DEVIN
 Form 4
 January 03, 2019

FORM 4

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

OMB APPROVAL

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 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 *
WENIG DEVIN

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-A68**

3. Date of Earliest Transaction
 (Month/Day/Year)
12/31/2018

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

(Street)

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

6. Individual or Joint/Group Filing(Check
 Applicable Line)

DETROIT, MI 48265

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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)				
				Code	V	Amount	(D)	Price

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

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 information contained in this form are not
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SEC 1474
 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price Deriv Secur
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock	\$ 0 <u>(1)</u>	12/31/2018	A		5,803		<u>(1)</u>	<u>(1)</u>	Common Stock	5,803	\$ 0
Common Stock	\$ 0 <u>(2)</u>	12/31/2018	A		125		<u>(2)</u>	<u>(2)</u>	Common Stock	125	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WENIG DEVIN 300 RENAISSANCE CENTER M/C: 482-C23-A68 DETROIT, MI 48265	X			

Signatures

/s/ Tia Y. Turk, attorney-in-fact for Mr. Wenig 01/03/2019

__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) Deferred share units of the Company's Common Stock (DSUs) were awarded on December 31, 2018, pursuant to the General Motors Company Deferred Compensation Plan (the Plan) for Non-Employee Directors. Each non-employee director is required to defer one-half of the \$285,000 annual retainer fee for service on the Board of Directors into DSUs and may elect to defer more. The deferred portion of the retainer fee is pro-rated for a partial year of service and converted to DSUs based on the average closing price of the Company's Common Stock during the period of service, which was \$36.84. Amounts credited as DSUs will be paid in cash after the director leaves the Board, valued at the average closing price of the Company's Common Stock during the quarter immediately preceding payment.
- (2) Represents dividends accrued on DSUs in 2018 that were credited as additional DSUs at the end of the year pursuant to the terms of the Plan. The dividends were converted to DSUs based on the average of the high and low trading price of the Company's Common Stock on the applicable quarterly dividend payment 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.