

Miscik Judith A  
 Form 4  
 January 03, 2019

**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 \*  
 Miscik Judith A

(Last) (First) (Middle)

300 RENAISSANCE  
 CENTER, M/C: 482-C23-A68

(Street)

DETROIT, MI 48265

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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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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 |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|----------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|----------|

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| (Instr. 3)   | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) |       |     |                  |                 |              |                            |      | (Instr. 8) |
|--------------|------------------------------|------------------|------------|---|-------|-----|------------------|-----------------|--------------|----------------------------|------|------------|
|              |                              |                  | Code       | V   | (A)   | (D) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |      |            |
| Common Stock | \$ 0 <sup>(1)</sup>          | 12/31/2018       | A          |   | 1,031 |     | <u>(1)</u>       | <u>(1)</u>      | Common Stock | 1,031                      | \$ 0 |            |
| Common Stock | \$ 0 <sup>(2)</sup>          | 12/31/2018       | A          |   | 12    |     | <u>(2)</u>       | <u>(2)</u>      | Common Stock | 12                         | \$ 0 |            |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Miscik Judith A<br>300 RENAISSANCE CENTER<br>M/C: 482-C23-A68<br>DETROIT, MI 48265 | X             |           |         |       |

## Signatures

/s/ Tia Y. Turk, Attorney-in-Fact for Ms. Miscik 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 \$34.56. 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.