

General Motors Co  
Form 3  
June 17, 2016

**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 <b>and</b> Ticker or Trading Symbol |  |
| Â Boler-Davis Alicia S                    |         | (Month/Day/Year)                     | General Motors Co [GM]                             |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| 300 RENAISSANCE CENTER,Â M/C: 4820C23-D24 |         | 06/07/2016                           | (Check all applicable)                             |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                                     |
| DETROIT,Â MIÂ 48265-3000                  |         |                                      | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other   |
| (City)                                    | (State) | (Zip)                                | (give title below)                                 | (specify below)  |
|   |         |                                      | Executive Vice President                           | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   |         |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 10,531   | D   | Â  |

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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4)<br><br>Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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|   | Date Exercisable | Expiration Date |              | Amount or Number of Shares |               | or Indirect (I) (Instr. 5) |   |
|---|------------------|-----------------|--------------|----------------------------|---------------|----------------------------|---|
| Restricted Stock Units <sup>(1)</sup><br><u>(2)</u> | Â <u>(1)</u>     | Â <u>(1)</u>    | Common Stock | 58,191                     | \$ <u>(1)</u> | D                          | Â |
| Restricted Stock Units <sup>(3)</sup><br><u>(4)</u> | Â <u>(3)</u>     | Â <u>(3)</u>    | Common Stock | 735                        | \$ <u>(3)</u> | D                          | Â |
| Restricted Stock Units <sup>(3)</sup><br><u>(5)</u> | Â <u>(3)</u>     | Â <u>(3)</u>    | Common Stock | 4,010                      | \$ <u>(3)</u> | D                          | Â |
| Restricted Stock Units <sup>(3)</sup><br><u>(6)</u> | Â <u>(3)</u>     | Â <u>(3)</u>    | Common Stock | 9,023                      | \$ <u>(3)</u> | D                          | Â |
| Salary Stock Units <sup>(7)</sup> <sup>(8)</sup>    | Â <u>(7)</u>     | Â <u>(7)</u>    | Common Stock | 1,152                      | \$ <u>(7)</u> | D                          | Â |
| Salary Stock Units <sup>(7)</sup> <sup>(9)</sup>    | Â <u>(7)</u>     | Â <u>(7)</u>    | Common Stock | 1,066                      | \$ <u>(7)</u> | D                          | Â |
| Salary Stock Units <sup>(7)</sup> <sup>(10)</sup>   | Â <u>(7)</u>     | Â <u>(7)</u>    | Common Stock | 939                        | \$ <u>(7)</u> | D                          | Â |
| Employee Stock Option <sup>(11)</sup>               | Â <u>(11)</u>    | Â <u>(11)</u>   | Common Stock | 196,573                    | \$ 31.32      | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| Boler-Davis Alicia S<br>300 RENAISSANCE CENTER<br>M/C: 4820C23-D24<br>DETROIT, MI 48265-3000 | Â             | Â         | Â Executive Vice President | Â     |

## Signatures

/s/ Robert W. Boyle, Jr., Attorney-In-Fact for Ms. Boler-Davis

06/17/2016

\_\_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) The Restricted Stock Units ("RSUs") reported in this item were awarded under the General Motors Company 2009 Long-Term Incentive Plan (the "2009 GMLTIP"). Each RSU represents a right to receive one share of the Company's Common Stock upon settlement. The RSUs do not have an expiration or exercise date or carry a conversion or exercise price. RSUs are settled when they vest provided that all the conditions in the 2009 GMLTIP have been satisfied.
- (2) The RSUs reported in this item were awarded on March 31, 2014 pursuant to the 2009 GMLTIP and will vest on March 31, 2017, provided that the Reporting Person remains continuously employed through the vesting date.
- (3) The RSUs reported in this item were awarded under the General Motors Company 2014 Long-Term Incentive Plan (the "2014 GMLTIP"). Each RSU represents a right to receive one share of the Company's Common Stock upon settlement. The RSUs do not have

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an expiration or exercise date or carry a conversion or exercise price. RSUs are settled when they vest provided that all the conditions in the 2014 GMLTIP have been satisfied.

- (4) The RSUs reported in this item were awarded on June 11, 2014 pursuant to the Company's 2014 GMLTIP and will vest on February 13, 2017, provided that the Reporting Person remains continuously employed through the vesting date.

- (5) The RSUs reported in this item were awarded on February 11, 2015 pursuant to the Company's 2014 GMLTIP. Of these RSUs, 2,005 will vest on February 11, 2017, and 2,005 will vest on February 11, 2018, provided that the Reporting Person remains continuously employed through the vesting date.

- (6) The RSUs reported in this item were awarded on February 10, 2016 pursuant to the Company's 2014 GMLTIP. The RSUs will vest annually in three equal installments beginning on February 10, 2017 pursuant to the terms of the GMLTIP. Upon vesting, each RSU will be settled by delivery of one share of the Company's Common Stock.

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 Company's Common 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

(7) delivery of 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 exercise or expiration date or an exercise or conversion price.

- (8) The SSUs reported in this item were granted on June 30, 2013 and will be settled on June 30, 2016.

- (9) The SSUs reported in this item were granted on September 30, 2013 and will be settled on September 30, 2016.

- (10) The SSUs reported in this item were granted on December 31, 2013 and will be settled on December 31, 2016.

- The stock options were granted on July 28, 2015 under the 2014 GMLTIP and vest as follows: 40% on February 15, 2017; 20% on February 15, 2018 upon meeting or exceeding the median Total Shareholder Return ("TSR") of the original equipment manufacturers, other than GM, as of the grant date in the Dow Jones Automobiles and Parts Titan 30 Index ("OEM Peer Group") for the period July 28, 2015 through December 31, 2017; 20% on February 15, 2019 upon meeting or exceeding the median TSR of the OEM Peer Group for the period July 28, 2015 through December 31, 2018; and 20% on February 15, 2020 upon meeting or exceeding the median TSR of the OEM Peer Group for the period July 28, 2015 through December 31, 2019.
- (11)

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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