

STEPHENS THOMAS G  
Form 4  
April 24, 2009

**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 \*  
STEPHENS THOMAS G

2. Issuer Name and Ticker or Trading Symbol  
GENERAL MOTORS CORP [GM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
777 JOSLYN ROAD, MC 483 720  
540

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/24/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice Chairman

(Street)  
PONTIAC, MI 48340-2925

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)		
				(A) or (D)	Price				
				Code	V	Amount			
General Motors Common Stock, \$1-2/3 Par Value	04/24/2009		J <sup>(1)</sup>	1,001	D	\$ 1.87	0	I	Trust <sup>(1)</sup>
General Motors Common Stock, \$1-2/3 Par Value						21,621		D	

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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)	Amount or Number of Shares
GM Phantom Stock Units \$1-2/3 Par Value Common Stock <sup>(2)</sup>	\$ 0	04/24/2009		J <sup>(2)</sup>	3,942	<sup>(2)</sup> <sup>(2)</sup>	General Motors Common Stock, \$1-2/3 Par Value	3,942
GM Stock \$1-2/3 Par Value Deferred Stock Units <sup>(3)</sup>	\$ 0					<sup>(3)</sup> <sup>(3)</sup>	General Motors Common Stock, \$1-2/3 Par Value	49,01
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(4)</sup>	\$ 75.5					01/10/2001 <sup>(4)</sup> 01/11/2010	General Motors Common Stock, \$1-2/3 Par Value	18,00
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(4)</sup>	\$ 52.35					01/08/2002 <sup>(4)</sup> 01/09/2011	General Motors Common Stock, \$1-2/3 Par Value	20,00
GM Stock \$1-2/3 Par	\$ 50.46					01/07/2003 <sup>(4)</sup> 01/08/2012	General Motors	40,00

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Value Option (Right to Buy) <sup>(4)</sup>				Common Stock, \$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(4)</sup>	\$ 50.82	02/04/2003 <sup>(4)</sup>	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	20,00
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(4)</sup>	\$ 40.05	01/21/2004 <sup>(4)</sup>	01/22/2013	General Motors Common Stock, \$1-2/3 Par Value	40,00
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(4)</sup>	\$ 53.92	01/23/2005 <sup>(4)</sup>	01/24/2014	General Motors Common Stock, \$1-2/3 Par Value	32,00
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(4)</sup>	\$ 36.37	01/24/2006 <sup>(4)</sup>	01/25/2015	General Motors Common Stock, \$1-2/3 Par Value	32,00
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(4)</sup>	\$ 20.9	02/23/2007 <sup>(4)</sup>	02/24/2016	General Motors Common Stock, \$1-2/3 Par Value	36,00
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(4)</sup>	\$ 29.11	03/20/2008 <sup>(4)</sup>	03/21/2017	General Motors Common Stock, \$1-2/3 Par Value	50,00
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(4)</sup>	\$ 23.13	03/05/2009 <sup>(4)</sup>	03/06/2018	General Motors Common Stock, \$1-2/3 Par Value	87,50
	\$ 0	03/20/2008 <sup>(5)</sup>	<sup>(5)</sup>		30,00

GM Stock				General	
\$1-2/3 Par				Motors	
Value				Common	
Restricted				Stock,	
Stock				\$1-2/3	
Units <sup>(5)</sup>				Par Value	
GM Stock				General	
\$1-2/3 Par				Motors	
Value	\$ 0		03/05/2009 <sup>(5)</sup>	Common	34,03
Restricted				Stock,	
Stock				\$1-2/3	
Units <sup>(5)</sup>				Par Value	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEPHENS THOMAS G 777 JOSLYN ROAD MC 483 720 540 PONTIAC, MI 48340-2925			Vice Chairman	

## Signatures

/s/ Martin I. Darvick, attorney-in-fact for Mr. Stephens 04/24/2009

\*\*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) Shares held in trust under General Motors Savings Stock Purchase Program ("S-SPP") as of 12/31/08. State Street Bank & Trust Co., Trustee. Shares owned pursuant to Rule 16b-3 exempt employee savings plan. The Trustee, as independent fiduciary of the General Motors common stock fund, determined at its sole discretion that it was no longer consistent with applicable law and the applicable plan documents and agreements in place for it to continue to hold shares of General Motors common stock in the S-SPP and it decided to sell all of the shares held in such fund, including all of the shares held in my S-SPP account. I was informed of such sale as of the date indicated in Box 3 on the front of this Form 4.

(2) The Phantom Stock Units are held under Section 16b-3(c) exempt Rule 16b-3(b)(2) eligible excess benefit plan operated in conjunction with a qualified 401(k) plan. Each Unit is the economic equivalent of one share of General Motors common stock. The Units are payable in cash upon separation from General Motors. These Units are being reported even though they are exempt under Rule 16b-3. Units held as of 12/31/08. The price of zero is notional and only used for purposes of facilitating the electronic filing of this Form. As described in the footnote above concerning my shares of General Motors common stock held in the S-SPP, when the Trustee of the General Motors S-SPP common stock fund sold all of the shares of General Motors common stock held in the S-SPP, the Units in my excess benefit plan were also liquidated. I was informed of such disposition as of the date indicated in Box 3 on the front of this Form 4.

(3) The Deferred Stock Units were accrued under the Rule 16b-3 qualified General Motors Deferred Compensation Plan. Each Deferred Stock Unit is the economic equivalent of one share of General Motors common stock. If General Motors pays a dividend, dividend equivalents are earned on each Deferred Stock Unit. Units held as of 12/31/08. The Deferred Stock Units convert on a "1 for 1" basis. The price of zero is notional and only used for purposes of facilitating the electronic filing of this Form.

(4) Employee stock option granted pursuant to Rule 16b-3 qualified General Motors Long-Term Incentive Plan. Stock options vest and become exercisable in three equal annual installments, commencing, respectively, one, two and three years from the date of initial grant.

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Date shown in Column 6 of Table II is the date the first installment becomes/became exercisable.

- Restricted Stock Units ("RSU") granted pursuant to Rule 16b-3 qualified General Motors Cash Based Restricted Stock Unit Plan. Each Restricted Stock Unit is the economic equivalent of one share of General Motors common stock. If General Motors pays a dividend, dividend equivalents are earned on each undelivered Restricted Stock Unit. The RSUs are denominated in stock units but are paid in cash
- (5) in three annual installments commencing, respectively, one, two and three years from the date of initial grant. Date shown in Column 6 of Table II is the date the first installment is/was payable. The price of zero in Table II is notional and only used for purposes of facilitating the electronic filing of this Form. Pursuant to the terms of the United States Treasury Loan Agreement with General Motors, RSU installments due to be delivered in 2009 have not been made pending review with the United States Treasury.

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.