

CLARKE TROY A  
Form 4  
May 11, 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 \*  
CLARKE TROY A

(Last) (First) (Middle)

C/O GENERAL MOTORS, 30009  
VAN DYKE, M/C 480-206-141

(Street)

WARREN, MI 48090

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

GENERAL MOTORS CORP [GM]

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

05/11/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Group Vice President

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

\_X\_ 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		
General Motors Common Stock, \$1-2/3 Par Value	05/11/2009		S	21,380	D \$ 1.45	0	D

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

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SEC 1474 (9-02)

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**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
GM Stock \$1-2/3 Par Value Deferred Stock Units <u>(1)</u>	\$ 0					<u>(1)</u>	<u>(1)</u>	General Motors Common Stock, \$1-2/3 Par Value	3,214
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(2)</u>	\$ 75.5					01/10/2001 <u>(2)</u>	01/11/2010	General Motors Common Stock, \$1-2/3 Par Value	17,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(2)</u>	\$ 52.35					01/08/2002 <u>(2)</u>	01/09/2011	General Motors Common Stock, \$1-2/3 Par Value	18,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(2)</u>	\$ 50.46					01/07/2003 <u>(2)</u>	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	20,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(2)</u>	\$ 50.82					02/04/2003 <u>(2)</u>	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	12,000
GM Stock \$1-2/3 Par	\$ 40.05					01/21/2004 <u>(2)</u>	01/22/2013	General Motors	35,000

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Value Option (Right to Buy) <u>(2)</u>				Common Stock, \$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(2)</u>	\$ 53.92	01/23/2005 <sup>(2)</sup>	01/24/2014	General Motors Common Stock, \$1-2/3 Par Value	28,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(2)</u>	\$ 36.37	01/24/2006 <sup>(2)</sup>	01/25/2015	General Motors Common Stock, \$1-2/3 Par Value	28,000
GM Stock 1-2/3 Par Value Stock Appreciation Rights <u>(3)</u>	\$ 20.9	02/23/2007 <sup>(3)</sup>	02/24/2016	General Motors Common Stock, \$1-2/3 Par Value	36,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(2)</u>	\$ 29.11	03/20/2008 <sup>(2)</sup>	03/21/2017	General Motors Common Stock, \$1-2/3 Par Value	50,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(2)</u>	\$ 23.13	03/05/2009 <sup>(2)</sup>	03/06/2018	General Motors Common Stock, \$1-2/3 Par Value	70,000
GM Stock \$1-2/3 Par Value Restricted Stock Units <u>(4)</u>	\$ 0	03/20/2008 <sup>(4)</sup>	<u>(4)</u>	General Motors Common Stock, \$1-2/3 Par Value	30,000
GM Stock \$1-2/3 Par Value Restricted Stock Units <u>(4)</u>	\$ 0	03/05/2009 <sup>(4)</sup>	<u>(4)</u>	General Motors Common Stock, \$1-2/3 Par Value	29,434

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARKE TROY A C/O GENERAL MOTORS 30009 VAN DYKE, M/C 480-206-141 WARREN, MI 48090			Group Vice President	

## Signatures

/s/ Martin I. Darvick, attorney-in-fact for Mr. Clarke	05/11/2009
**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) 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.

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

(3) Employee Stock Appreciation Rights granted pursuant to Rule 16b-3 qualified General Motors Global Incentive Plan. Stock Appreciation Rights vest and become exercisable in three equal annual installments, commencing, respectively, one, two and three years from the date of initial grant. Date shown in column 6 is the date the first installment becomes/became exercisable.

(4) Restricted Stock Units are granted under the Rule 16b-3 qualified General Motors Stock Incentive Plan. The RSUs are denominated in stock and are to be delivered in stock in five annual installments commencing, respectively, one, two, three, four and five years from the date of the initial grant. 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. Date shown in column 6 is the date the first installment is payable. The price of zero 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 were not made as originally scheduled 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.