BORST WALTER GERHARDT Form 4 March 20, 2009 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading BORST WALTER GERHARDT Issuer Symbol GENERAL MOTORS CORP [GM] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title Other (specify **GENERAL MOTORS CORP, 767** 03/20/2009 below) below) FIFTH AVENUE 14TH FL Treasurer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10153 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) any Code (D) Beneficially (D) or Beneficial Indirect (I) Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price General Motors Common 03/20/2009 Μ 2.809 Α \$0 11.501 D Stock, \$1-2/3 Par Value General Motors Common 03/20/2009 D D D 2.809 8,692 2.97 Stock. \$1-2/3 Par Value

General Motors Common Stock, \$1-2/3 Par Value						5	81 I]	Γrust <u>(2)</u>	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	Securiti	ivative ties red sed of	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and A	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Share
GM Stock \$1-2/3 Par Value Restricted Stock Units (<u>1)</u>	\$ 0	03/20/2009		М	2	2,809	03/20/2008 <u>(1)</u>	<u>(1)</u>	General Motors Common Stock, \$1-2/3 Par Value	2,809
GM Phantom Stock Units \$1-2/3 Par Value Common Stock (<u>3)</u>	\$ 0						<u>(3)</u>	(3)	General Motors Common Stock, \$1-2/3 Par Value	1,490
GM Stock \$1-2/3 Par Value Deferred Stock Units (<u>4)</u>	\$ 0						<u>(4)</u>	<u>(4)</u>	General Motors Common Stock, \$1-2/3 Par Value	35
	\$ 75.5						01/10/2001(5)	01/11/2010)	6,500

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GM Stock \$1-2/3 Par Value Option (Right to Buy) (5)				General Motors Common Stock, \$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (5)	\$ 52.35	01/08/2002 <u>(5)</u>	01/09/2011	General Motors Common Stock, \$1-2/3 Par Value	8,200
GM Stock \$1-2/3 Par Value Option (Right to Buy) (5)	\$ 50.46	01/07/2003 <u>(5)</u>	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	9,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) (5)	\$ 50.82	02/04/2003 <u>(5)</u>	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	4,500
GM Stock \$1-2/3 Par Value Option (Right to Buy) (5)	\$ 40.05	01/21/2004 <u>(5)</u>	01/22/2013	General Motors Common Stock, \$1-2/3 Par Value	9,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) (5)	\$ 35.76	04/07/2004 <u>(5)</u>	04/08/2013	General Motors Common Stock, \$1-2/3 Par Value	5,000
GM Stock 1-2/3 Par Value Option (Right to Buy) (5)	\$ 53.92	01/23/2005 <u>(5)</u>	01/24/2014	General Motors Common Stock, \$1-2/3 Par Value	12,80
GM Stock \$1-2/3 Par Value Option (Right to	\$ 36.37	01/24/2006 <u>(5)</u>	01/25/2015	General Motors Common Stock, \$1-2/3	12,80

Buy) (5)				Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (5)	\$ 20.9	02/23/2007 <u>(5)</u>	02/24/2016	General Motors Common Stock, \$1-2/3 Par Value	12,80
GM Stock \$1-2/3 Par Value Option (Right to Buy) (5)	\$ 29.11	03/20/2008 <u>(5)</u>	03/21/2017	General Motors Common Stock, \$1-2/3 Par Value	12,00
GM Stock \$1-2/3 Par Value Option (Right to Buy) (5)	\$ 23.13	03/05/2009 <u>(5)</u>	03/06/2018	General Motors Common Stock, \$1-2/3 Par Value	19,50
GM Stock \$1-2/3 Par Value Restricted Stock Units (1)	\$ 0	03/05/2009 <u>(1)</u>	<u>(1)</u>	General Motors Common Stock, \$1-2/3 Par Value	7,972

Reporting Owners

Reporting Owner Name / Address	Relationships					
I Service and the service serv	Director	10% Owner	Officer	Other		
BORST WALTER GERHARDT GENERAL MOTORS CORP 767 FIFTH AVENUE 14TH FL NEW YORK, NY 10153			Treasurer			
Signatures						
/s/ Martin I. Darvick, attorney-in-f Borst	fact for M	r.	03/20/2009	I		
**Signature of Reporting Person	1		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) 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 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.

(2) Shares held in trust under General Motors Savings Stock Purchase Program as of 12/31/08. State Street Bank & Trust Co., Trustee.
Shares owned pursuant to Rule 16b-3 exempt employee savings plan.

(3) 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.

(4) 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.

Employee stock option granted pursuant to Rule 16b-3 qualified General Motors Long-Term Incentive Plan. Stock options vest and

(5) 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.

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.