

SZYGENDA RALPH J

Form 4

April 24, 2009

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SZYGENDA RALPH J

(Last) (First) (Middle)

200 RENAISSANCE CENTER, MC  
482 B34 B11

(Street)

DETROIT, MI 48265-2000

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

GENERAL MOTORS CORP [GM]

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

04/24/2009

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 \_\_\_\_ Other (specify  
below) 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<br>Security<br>(Instr. 3)                         | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|---|---|--|--|--|---|
| General<br>Motors<br>Common<br>Stock,<br>\$1-2/3 Par<br>Value | 04/24/2009                              |   | J <sup>(1)</sup>                        | 3,247 D  | \$<br>1.87 0   | I  | Trust <sup>(1)</sup>  |
| General<br>Motors<br>Common<br>Stock,<br>\$1-2/3 Par<br>Value |   |   |   |  | 39,953   | 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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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<br>Derivative<br>Security<br>(Instr. 3)                                       | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4)  |
|---|---|---|---|---|---|--|--|
|   |   |   |   | Code                                    | V (A) (D)   | Date Exercisable<br>Expiration Date                            | Title<br>Amount<br>or<br>Number<br>of Shares                         |
| GM<br>Phantom<br>Stock<br>Units<br>\$1-2/3 Par<br>Value<br>Common<br>Stock <sup>(2)</sup> | \$ 0  | 04/24/2009                              |   | J <sup>(2)</sup>                        | 4,833   | <sup>(2)</sup> <sup>(2)</sup>                                  | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value 4,833  |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option<br>(Right to<br>Buy) <sup>(3)</sup>            | \$ 75.5   |   |   |   |   | 01/10/2001 <sup>(3)</sup> 01/11/2010                           | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value 38,000 |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option<br>(Right to<br>Buy) <sup>(3)</sup>            | \$ 52.35  |   |   |   |   | 01/08/2002 <sup>(3)</sup> 01/09/2011                           | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value 42,000 |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option<br>(Right to<br>Buy) <sup>(3)</sup>            | \$ 50.46  |   |   |   |   | 01/07/2003 <sup>(3)</sup> 01/08/2012                           | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value 47,000 |
| GM Stock<br>\$1-2/3 Par   | \$ 50.82  |   |   |   |   | 02/04/2003 <sup>(3)</sup> 02/05/2012                           | General<br>Motors 23,500   |

|   |          |                           |                |   |       |
|---|----------|---------------------------|----------------|---|-------|
| Value<br>Option<br>(Right to<br>Buy) <sup>(3)</sup>                             |          |                           |                | Common<br>Stock,<br>\$1-2/3<br>Par Value                      |       |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option<br>(Right to<br>Buy) <sup>(3)</sup>  | \$ 40.05 | 01/21/2004 <sup>(3)</sup> | 01/22/2013     | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 47,00 |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option<br>(Right to<br>Buy) <sup>(3)</sup>  | \$ 53.92 | 01/23/2005 <sup>(3)</sup> | 01/24/2014     | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 37,60 |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option<br>(Right to<br>Buy) <sup>(3)</sup>  | \$ 36.37 | 01/24/2006 <sup>(3)</sup> | 01/25/2015     | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 37,60 |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option<br>(Right to<br>Buy) <sup>(3)</sup>  | \$ 20.9  | 02/23/2007 <sup>(3)</sup> | 02/24/2016     | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 37,60 |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option<br>(Right to<br>Buy) <sup>(3)</sup>  | \$ 29.11 | 03/20/2008 <sup>(3)</sup> | 03/21/2017     | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 40,00 |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option<br>(Right to<br>Buy) <sup>(3)</sup>  | \$ 23.13 | 03/05/2009 <sup>(3)</sup> | 03/06/2018     | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 62,50 |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Restricted<br>Stock<br>Units <sup>(4)</sup> | \$ 0     | 03/20/2008 <sup>(4)</sup> | <sup>(4)</sup> | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 11,33 |
|   | \$ 0     | 03/05/2009 <sup>(4)</sup> | <sup>(4)</sup> |   | 25,75 |

GM Stock  
\$1-2/3 Par  
Value  
Restricted  
Stock  
Units <sup>(4)</sup>

General  
Motors  
Common  
Stock,  
\$1-2/3  
Par Value

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                             |
|--|---|
|  | Director    10% Owner    Officer    Other |
| SZYGENDA RALPH J<br>200 RENAISSANCE CENTER<br>MC 482 B34 B11<br>DETROIT, MI 48265-2000 | Group Vice President                      |

## Signatures

/s/ Martin I. Darvick, attorney-in-fact for Mr.  
Szygenda

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) 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.

(4) 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. 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.

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