

STEPHENS THOMAS G

Form 4

May 11, 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 *
STEPHENS THOMAS G

(Last) (First) (Middle)

300 RENAISSANCE CENTER, P.O.
BOX 300

(Street)

DETROIT, MI 48265-3000

(City) (State) (Zip)

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

GENERAL MOTORS CORP [GM]

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

05/08/2009

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)

Vice Chairman

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
General Motors Common Stock, \$1-2/3 Par Value	05/08/2009		S		5,641	D	\$ 1.6
					15,980	D	

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

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(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 ⁽¹⁾	\$ 0					<u>(1)</u>	<u>(1)</u>	General Motors Common Stock, \$1-2/3 Par Value	49,011
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾	\$ 75.5					01/10/2001 <u>(2)</u>	01/11/2010	General Motors Common Stock, \$1-2/3 Par Value	18,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾	\$ 52.35					01/08/2002 <u>(2)</u>	01/09/2011	General Motors Common Stock, \$1-2/3 Par Value	20,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾	\$ 50.46					01/07/2003 <u>(2)</u>	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	40,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾	\$ 50.82					02/04/2003 <u>(2)</u>	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	20,000
GM Stock \$1-2/3 Par	\$ 40.05					01/21/2004 <u>(2)</u>	01/22/2013	General Motors	40,000

Value Option (Right to Buy) ⁽²⁾				Common Stock, \$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾	\$ 53.92	01/23/2005 ⁽²⁾	01/24/2014	General Motors Common Stock, \$1-2/3 Par Value	32,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾	\$ 36.37	01/24/2006 ⁽²⁾	01/25/2015	General Motors Common Stock, \$1-2/3 Par Value	32,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾	\$ 20.9	02/23/2007 ⁽²⁾	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) ⁽²⁾	\$ 29.11	03/20/2008 ⁽²⁾	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) ⁽²⁾	\$ 23.13	03/05/2009 ⁽²⁾	03/06/2018	General Motors Common Stock, \$1-2/3 Par Value	87,500
GM Stock \$1-2/3 Par Value Restricted Stock Units ⁽³⁾	\$ 0	03/20/2008 ⁽³⁾	⁽³⁾	General Motors Common Stock, \$1-2/3 Par Value	30,000
GM Stock \$1-2/3 Par Value Restricted Stock Units ⁽³⁾	\$ 0	03/05/2009 ⁽³⁾	⁽³⁾	General Motors Common Stock, \$1-2/3 Par Value	34,033

Vice Chairman

Signatures

05/11/2009

Date _____

Explanation of Responses:

- 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.