

STEPHENS THOMAS G
Form 4
May 11, 2009

FORM 4

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

OMB APPROVAL

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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)
300 RENAISSANCE CENTER, P.O. BOX 300
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/11/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice Chairman

DETROIT, MI 48265-3000
(City) (State) (Zip)

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

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	05/11/2009		S	15,980	D	\$ 1.5	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)	8. Amount or Number of Shares	
				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 ⁽²⁾	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 ⁽²⁾	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 ⁽²⁾	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 ⁽²⁾	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 ⁽²⁾	01/22/2013	General Motors	40,000

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 ⁽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) <u>(2)</u>	\$ 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) <u>(2)</u>	\$ 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) <u>(2)</u>	\$ 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) <u>(2)</u>	\$ 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 <u>(3)</u>	\$ 0	03/20/2008 ⁽³⁾	<u>(3)</u>	General Motors Common Stock, \$1-2/3 Par Value	15,000
GM Stock \$1-2/3 Par Value Restricted Stock Units <u>(3)</u>	\$ 0	03/05/2009 ⁽³⁾	<u>(3)</u>	General Motors Common Stock, \$1-2/3 Par Value	22,688

