

CLARKE TROY A
Form 4
April 24, 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 *
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)

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 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 | | | | |
| | | | | Code | V | Amount | | | |
| General Motors Common Stock, \$1-2/3 Par Value | 04/24/2009 | | J ⁽¹⁾ | 2,156 | D | \$ 1.87 | 0 | I | Trust ⁽¹⁾ |
| General Motors Common Stock, \$1-2/3 Par Value | | | | | | | 14,204 | 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 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| GM Phantom Stock Units \$1-2/3 Par Value Common Stock ⁽²⁾ | \$ 0 | 04/24/2009 | | J ⁽²⁾ | 2,265 | ⁽²⁾ ⁽²⁾ | General Motors Common Stock, \$1-2/3 Par Value |
| GM Stock \$1-2/3 Par Value Deferred Stock Units ⁽³⁾ | \$ 0 | | | | | ⁽³⁾ ⁽³⁾ | General Motors Common Stock, \$1-2/3 Par Value |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁴⁾ | \$ 75.5 | | | | | 01/10/2001 ⁽⁴⁾ 01/11/2010 | General Motors Common Stock, \$1-2/3 Par Value |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁴⁾ | \$ 52.35 | | | | | 01/08/2002 ⁽⁴⁾ 01/09/2011 | General Motors Common Stock, \$1-2/3 Par Value |
| GM Stock \$1-2/3 Par Value Option (Right to | \$ 50.46 | | | | | 01/07/2003 ⁽⁴⁾ 01/08/2012 | General Motors Common Stock, |

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| | | | | | |
|---|----------|-----------------------|------------|---|-----|
| Buy) <u>(4)</u> | | | | \$1-2/3 Par Value | |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(4)</u> | \$ 50.82 | 02/04/2003 <u>(4)</u> | 02/05/2012 | General Motors Common Stock, \$1-2/3 Par Value | 12. |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(4)</u> | \$ 40.05 | 01/21/2004 <u>(4)</u> | 01/22/2013 | General Motors Common Stock, \$1-2/3 Par Value | 35. |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(4)</u> | \$ 53.92 | 01/23/2005 <u>(4)</u> | 01/24/2014 | General Motors Common Stock, \$1-2/3 Par Value | 28. |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(4)</u> | \$ 36.37 | 01/24/2006 <u>(4)</u> | 01/25/2015 | General Motors Common Stock, \$1-2/3 Par Value | 28. |
| GM Stock 1-2/3 Par Value Stock Appreciation Rights <u>(5)</u> | \$ 20.9 | 02/23/2007 <u>(5)</u> | 02/24/2016 | General Motors Common Stock, \$1-2/3 Par Value | 36. |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(4)</u> | \$ 29.11 | 03/20/2008 <u>(4)</u> | 03/21/2017 | General Motors Common Stock, \$1-2/3 Par Value | 50. |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(4)</u> | \$ 23.13 | 03/05/2009 <u>(4)</u> | 03/06/2018 | General Motors Common Stock, \$1-2/3 Par Value | 70. |
| GM Stock \$1-2/3 Par Value | \$ 0 | 03/20/2008 <u>(6)</u> | <u>(6)</u> | General Motors Common | 30. |

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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

(6) 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.

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