KEMPSTON DARKES V MAUREEN

Form 4 May 20, 2009

FORM 4

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

OMB APPROVAL
OMB
Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

Form 4 or Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

GENERAL MOTORS CORP [GM]

Symbol

response...

Estimated average

burden hours per

5. Relationship of Reporting Person(s) to

(Ch - -1- -11 - --1: - -1-1-)

Issuer

See Instruction 1(b).

MAUREEN

(Print or Type Responses)

KEMPSTON DARKES V

1. Name and Address of Reporting Person *

				OLIVEIN	111	71	ONS CO	141	Civi	(Chec	ck all applicable	e)
	(Last)	(First) (N	Middle)	3. Date of	Earliest	Tra	ansaction			`	11	,
HUNTINGTON CENTRE I, 2901 SW 149TH AVE STE 400				(Month/Day/Year) 05/19/2009					Director 10% OwnerX Officer (give title Other (specify below) Group Vice President			
		(Street)		4. If Amer	ndment,	Dat	te Original			6. Individual or J	oint/Group Filir	ıg(Check
	MIRAMAR,	, FL 33027		Filed(Mon	th/Day/Yo	ear)				Applicable Line) _X_ Form filed by Person	One Reporting Pe More than One Re	
	(City)	(State)	(Zip)	Table	e I - Non	ı-D	erivative S	ecuri	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	med on Date, if Day/Year)	3. Transac Code (Instr. 8	3)	4. Securition(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)
	General Motors Common Stock, \$1-2/3 Par Value	05/19/2009			M		20,745	A	<u>(1)</u>	20,745	D	
	General Motors Common Stock, \$1-2/3 Par Value	05/19/2009			F		2,073	D	(1)	18,672	D	

General Motors Common Stock, \$1-2/3 Par Value	05/19/2009	F	6,163	D	\$ 1.09	12,509	D
General Motors Common Stock, \$1-2/3 Par Value	05/19/2009	S	12,509	D	\$ 1.25	0	D

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of tionDerivative 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 Underlying Securiti (Instr. 3 and 4)	
				Code V	(A	.) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
GM Stock \$1-2/3 Par Value Deferred Stock Units (2)	\$ 0	05/19/2009		M		20,745	<u>(2)</u>	<u>(2)</u>	General Motors Common Stock, \$1-2/3 Par Value	20,7
GM Stock \$1-2/3 Par Value Option (Right to Buy) (3)	\$ 75.5						01/10/2001(3)	01/11/2010	General Motors Common Stock, \$1-2/3 Par Value	18,0
GM Stock \$1-2/3 Par Value Option	\$ 52.35						01/08/2002(3)	01/09/2011	General Motors Common Stock,	19,0

(Right to Buy) (3)				\$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (3)	\$ 50.46	01/07/2003(3)	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	40,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) (3)	\$ 50.82	02/04/2003(3)	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	20,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) (3)	\$ 40.05	01/21/2004(3)	01/22/2013	General Motors Common Stock, \$1-2/3 Par Value	45,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) (3)	\$ 53.92	01/23/2005(3)	01/24/2014	General Motors Common Stock, \$1-2/3 Par Value	36,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) (3)	\$ 36.37	01/24/2006(3)	01/25/2015	General Motors Common Stock, \$1-2/3 Par Value	36,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) (3)	\$ 20.9	02/23/2007(3)	02/24/2016	General Motors Common Stock, \$1-2/3 Par Value	36,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) (3)	\$ 29.11	03/20/2008(3)	03/21/2017	General Motors Common Stock, \$1-2/3 Par Value	40,0
GM Stock \$1-2/3 Par Value	\$ 23.13	03/05/2009(3)	03/06/2018	General Motors Common	63,7

Option (Right to Buy) (3)				Stock, \$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Restricted Stock Units (4)	\$ 0	03/20/2008(4)	<u>(4)</u>	General Motors Common Stock, \$1-2/3 Par Value	26,6
GM Stock \$1-2/3 Par Value Restricted Stock Units (4)	\$ 0	03/05/2009(4)	<u>(4)</u>	General Motors Common Stock, \$1-2/3 Par Value	26,2

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KEMPSTON DARKES V MAUREEN HUNTINGTON CENTRE I 2901 SW 149TH AVE STE 400 MIRAMAR, FL 33027

Group Vice President

Signatures

/s/ Martin I. Darvick, attorney-in-fact for Ms. Kempston Darkes

05/20/2009

**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).

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

- (1) 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. I withdrew and sold all of my shares of General Motors common stock held in the Plan; in so doing, I also had shares withheld to pay a 10% penalty for early withdrawal and to pay income taxes owed for such sale.
- 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 (3) 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 are granted under the Rule 16b-3 qualified General Motors Stock Incentive Plan. The RSUs are denominated in stock and are to be delivered in stock in five annual installments commencing, respectively, one, two, three, four and five years from the

Reporting Owners 4

date of the initial grant. 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. Date shown in column 6 is the date the first installment is payable. The price of zero 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 were not made as originally scheduled 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. 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.