

CLARKE TROY A  
Form 4  
April 24, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(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)
General Motors Common Stock, \$1-2/3 Par Value	04/24/2009		J <sup>(1)</sup>	2,156 D	\$ 1.87 0	I	Trust <sup>(1)</sup>
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 <sup>(2)</sup>	\$ 0	04/24/2009		J <sup>(2)</sup>	2,265	<sup>(2)</sup> <sup>(2)</sup>	General Motors Common Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value Deferred Stock Units <sup>(3)</sup>	\$ 0					<sup>(3)</sup> <sup>(3)</sup>	General Motors Common Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(4)</sup>	\$ 75.5					01/10/2001 <sup>(4)</sup> 01/11/2010	General Motors Common Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(4)</sup>	\$ 52.35					01/08/2002 <sup>(4)</sup> 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 <sup>(4)</sup> 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.

Restricted Stock Units (6)					Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value Restricted Stock Units (6)	\$ 0		03/05/2009(6)	(6)	General Motors Common Stock, \$1-2/3 Par Value

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARKE TROY A C/O GENERAL MOTORS 30009 VAN DYKE, M/C 480-206-141 WARREN, MI 48090			Group Vice President	

## Signatures

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

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) 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.

(4) 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.

(5) Employee Stock Appreciation Rights granted pursuant to Rule 16b-3 qualified General Motors Global Incentive Plan. Stock Appreciation Rights 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 is the date the first installment becomes/became exercisable.

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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.

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.