

CLARKE TROY A
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 *
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)

05/11/2009

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		
General Motors Common Stock, \$1-2/3 Par Value	05/11/2009		S	21,380	D \$ 1.45	0	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 <u>(1)</u>	\$ 0					<u>(1)</u>	<u>(1)</u>	General Motors Common Stock, \$1-2/3 Par Value	3,214
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(2)</u>	\$ 75.5					01/10/2001 <u>(2)</u>	01/11/2010	General Motors Common Stock, \$1-2/3 Par Value	17,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(2)</u>	\$ 52.35					01/08/2002 <u>(2)</u>	01/09/2011	General Motors Common Stock, \$1-2/3 Par Value	18,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(2)</u>	\$ 50.46					01/07/2003 <u>(2)</u>	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	20,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(2)</u>	\$ 50.82					02/04/2003 <u>(2)</u>	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	12,000
GM Stock \$1-2/3 Par	\$ 40.05					01/21/2004 <u>(2)</u>	01/22/2013	General Motors	35,000

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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	28,000
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	28,000
GM Stock 1-2/3 Par Value Stock Appreciation Rights <u>(3)</u>	\$ 20.9	02/23/2007 ⁽³⁾	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	70,000
GM Stock \$1-2/3 Par Value Restricted Stock Units <u>(4)</u>	\$ 0	03/20/2008 ⁽⁴⁾	<u>(4)</u>	General Motors Common Stock, \$1-2/3 Par Value	30,000
GM Stock \$1-2/3 Par Value Restricted Stock Units <u>(4)</u>	\$ 0	03/05/2009 ⁽⁴⁾	<u>(4)</u>	General Motors Common Stock, \$1-2/3 Par Value	29,434

