

LUTZ ROBERT A
 Form 4
 May 20, 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 *
LUTZ ROBERT A

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, MC
 482 C39 B40**

3. Date of Earliest Transaction
 (Month/Day/Year)
05/19/2009

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

(Street)
DETROIT, MI 48265-3000

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

(City) (State) (Zip)

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| General Motors Common Stock, \$1-2/3 Par Value | 05/19/2009 | | M | | 133,859 | A | 133,859 |
| General Motors Common Stock, \$1-2/3 Par Value | 05/19/2009 | | S | | 11,889 | D | \$ 1.09 121,970 |

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| | | | | | | | |
|---|------------|---|--------|---|------------|---------|---|
| General Motors Common Stock, \$1-2/3 Par Value | 05/19/2009 | F | 13,383 | D | Ⓛ | 108,587 | D |
| General Motors Common Stock, \$1-2/3 Par Value | 05/19/2009 | F | 41,915 | D | \$ 1.09 | 66,672 | D |
| General Motors Common Stock, \$1-2/3 Par Value | 05/19/2009 | S | 66,672 | 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. 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 Underlying Security (Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Num Shar |
| GM Stock \$1-2/3 Par Value Deferred Stock Units ⁽²⁾ | \$ 0 | 05/19/2009 | | M | 133,859 | <u>(2)</u> <u>(2)</u> | General Motors Common Stock, \$1-2/3 Par Value 133 |
| GM Stock \$1-2/3 Par Value Option (Right to | \$ 54.91 | | | | | 09/04/2002 ⁽³⁾ 09/05/2011 | General Motors Common Stock, \$1-2/3 200 |

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| | | | | | |
|--|----------|---------------------------|------------|---|-----|
| Buy) ⁽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 | 100 |
| 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 | 100 |
| 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 | 200 |
| 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 | 160 |
| 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 | 160 |
| 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 | 100 |
| 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 | 250 |
| GM Stock \$1-2/3 Par Value Option | \$ 23.13 | 03/05/2009 ⁽³⁾ | 03/06/2018 | General Motors Common Stock, | 250 |

| | | | | | | |
|--|------|---------------------------|----------------|----------------|--|----|
| (Right to Buy) ⁽³⁾ | | | | | \$1-2/3 Par Value | |
| GM Stock \$1-2/3 Par Value Restricted Stock Units ⁽⁴⁾ | \$ 0 | 03/20/2008 ⁽⁴⁾ | ⁽⁴⁾ | | General Motors Common Stock, \$1-2/3 Par Value | 48 |
| GM Stock \$1-2/3 Par Value Restricted Stock Units ⁽⁵⁾ | \$ 0 | 03/05/2011 ⁽⁵⁾ | ⁽⁵⁾ | | General Motors Common Stock, \$1-2/3 Par Value | 60 |
| GM Stock \$1-2/3 Par Value Restricted Stock Units ⁽⁶⁾ | \$ 0 | | ⁽⁶⁾ | ⁽⁶⁾ | General Motors Common Stock, \$1-2/3 Par Value | 75 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| LUTZ ROBERT A 300 RENAISSANCE CENTER MC 482 C39 B40 DETROIT, MI 48265-3000 | | | Vice Chairman | |

Signatures

/s/ Martin I. Darvick, Attorney-in-Fact for
Mr. Lutz

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).

(1) 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. 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.

(2) 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.

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- (3) 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.

- (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 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, which has now occurred. Prices shown are the prices for General Motors Common Stock on the original installment payment dates.

- (5) Restricted Stock Units are granted under the Rule 16b-3 qualified General Motors Long-Term Incentive Plan. The RSUs are denominated in stock and are to be delivered in stock in three annual installments commencing, respectively, three, four and five years from the 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.

- (6) The Restricted Stock Units were accrued under the Rule 16b-3 qualified General Motors Stock Incentive 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 Restricted Stock Unit. Units held as of 12/31/08. The Restricted Stock Units convert on a "1 for 1" basis. The price of zero is notional and only used for purpose of facilitating the electronic filing of this Form. The Restricted Stock Units will be paid in stock at retirement.

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.