

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
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 *
KEMPSTON DARKES V MAUREEN

(Last) (First) (Middle)

HUNTINGTON CENTRE I, 2901 SW 149TH AVE STE 400

(Street)

MIRAMAR, FL 33027

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

GENERAL MOTORS CORP [GM]

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

05/19/2009

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)		
			Code	V	Amount	(A) or (D)	Price		
General Motors Common Stock, \$1-2/3 Par Value	05/19/2009		M		20,745	A	11	20,745	D
General Motors Common Stock, \$1-2/3 Par Value	05/19/2009		F		2,073	D	11	18,672	D

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General
Motors
Common
Stock,
\$1-2/3 Par
Value

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

05/19/2009	S	12,509	D	\$ 1.25	0	D
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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 of Underlying Security (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 ⁽²⁾	\$ 0	05/19/2009		M	20,745	<u>(2)</u> <u>(2)</u>	General Motors Common Stock, \$1-2/3 Par Value 20,745
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 18,000
GM Stock \$1-2/3 Par Value Option	\$ 52.35					01/08/2002 ⁽³⁾ 01/09/2011	General Motors Common Stock, 19,000

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(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⁾	⁽⁴⁾	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⁾	⁽⁴⁾	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).
- (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.
- (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

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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.