

BORST WALTER GERHARDT
 Form 4
 April 24, 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 *
BORST WALTER GERHARDT

(Last) (First) (Middle)

**GENERAL MOTORS CORP, 767
 FIFTH AVENUE 14TH FL**

(Street)

NEW YORK, NY 10153

(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
 Officer (give title below) Other (specify below)
 Treasurer

6. Individual or Joint/Group Filing (Check Applicable Line)
 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	04/24/2009		J ⁽¹⁾	581	D \$ 1.87	0	I Trust ⁽¹⁾
General Motors Common Stock, \$1-2/3 Par Value						8,692	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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(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 Securities (Instr. 3 and 4)	Amount or Number of Shares
GM Phantom Stock Units \$1-2/3 Par Value Common Stock ⁽²⁾	\$ 0	04/24/2009		J ⁽²⁾	1,490	⁽²⁾ ⁽²⁾	General Motors Common Stock, \$1-2/3 Par Value	1,490
GM Stock \$1-2/3 Par Value Deferred Stock Units ⁽³⁾	\$ 0					⁽³⁾ ⁽³⁾	General Motors Common Stock, \$1-2/3 Par Value	35
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁴⁾	\$ 75.5					01/10/2001 ⁽⁴⁾ 01/11/2010	General Motors Common Stock, \$1-2/3 Par Value	6,500
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁴⁾	\$ 52.35					01/08/2002 ⁽⁴⁾ 01/09/2011	General Motors Common Stock, \$1-2/3 Par Value	8,200
GM Stock \$1-2/3 Par	\$ 50.46					01/07/2003 ⁽⁴⁾ 01/08/2012	General Motors	9,000

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Value Option (Right to Buy) ⁽⁴⁾				Common Stock, \$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁴⁾	\$ 50.82		02/04/2003 ⁽⁴⁾	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value
					4,500
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁴⁾	\$ 40.05		01/21/2004 ⁽⁴⁾	01/22/2013	General Motors Common Stock, \$1-2/3 Par Value
					9,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁴⁾	\$ 35.76		04/07/2004 ⁽⁴⁾	04/08/2013	General Motors Common Stock, \$1-2/3 Par Value
					5,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁴⁾	\$ 53.92		01/23/2005 ⁽⁴⁾	01/24/2014	General Motors Common Stock, \$1-2/3 Par Value
					12,800
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁴⁾	\$ 36.37		01/24/2006 ⁽⁴⁾	01/25/2015	General Motors Common Stock, \$1-2/3 Par Value
					12,800
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁴⁾	\$ 20.9		02/23/2007 ⁽⁴⁾	02/24/2016	General Motors Common Stock, \$1-2/3 Par Value
					12,800
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁴⁾	\$ 29.11		03/20/2008 ⁽⁴⁾	03/21/2017	General Motors Common Stock, \$1-2/3 Par Value
					12,000
	\$ 23.13		03/05/2009 ⁽⁴⁾	03/06/2018	
					19,500

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- 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 ("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 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.
- (5)

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.