

KEMPSTON DARKES V MAUREEN
 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 *
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 |
| General Motors Common Stock, \$1-2/3 Par Value | 05/19/2009 | | F | | 2,073 | D | 11 18,672 |

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

| | | | | | | |
|------------|---|-------|---|------------|--------|---|
| 05/19/2009 | F | 6,163 | D | \$ 1.09 | 12,509 | D |
|------------|---|-------|---|------------|--------|---|

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

| | | | | | | |
|------------|---|--------|---|------------|---|---|
| 05/19/2009 | S | 12,509 | D | \$ 1.25 | 0 | D |
|------------|---|--------|---|------------|---|---|

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 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 |

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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.