

LUTZ ROBERT A  
Form 4  
May 11, 2009

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LUTZ ROBERT A

(Last) (First) (Middle)

300 RENAISSANCE CENTER, MC  
482 C39 B40

(Street)

DETROIT, MI 48265-3000

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

GENERAL MOTORS CORP [GM]

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

05/08/2009

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)

Vice Chairman

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	05/08/2009		S		81,360	D	\$ 1.61
					0		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(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 <sup>(1)</sup>	\$ 0					<u>(1)</u> <u>(1)</u>	General Motors Common Stock, \$1-2/3 Par Value 133,859
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(2)</sup>	\$ 54.91					09/04/2002 <sup>(2)</sup> 09/05/2011	General Motors Common Stock, \$1-2/3 Par Value 200,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(2)</sup>	\$ 50.46					01/07/2003 <sup>(2)</sup> 01/08/2012	General Motors Common Stock, \$1-2/3 Par Value 100,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(2)</sup>	\$ 50.82					02/04/2003 <sup>(2)</sup> 02/05/2012	General Motors Common Stock, \$1-2/3 Par Value 100,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(2)</sup>	\$ 40.05					01/21/2004 <sup>(2)</sup> 01/22/2013	General Motors Common Stock, \$1-2/3 Par Value 200,000
GM Stock \$1-2/3 Par Value	\$ 53.92					01/23/2005 <sup>(2)</sup> 01/24/2014	General Motors Common 160,000

Option (Right to Buy) <u>(2)</u>				Stock, \$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(2)</u>	\$ 36.37	01/24/2006 <u>(2)</u>	01/25/2015	General Motors Common Stock, \$1-2/3 Par Value	160,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(2)</u>	\$ 20.9	02/23/2007 <u>(2)</u>	02/24/2016	General Motors Common Stock, \$1-2/3 Par Value	106,664
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(2)</u>	\$ 29.11	03/20/2008 <u>(2)</u>	03/21/2017	General Motors Common Stock, \$1-2/3 Par Value	250,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(2)</u>	\$ 23.13	03/05/2009 <u>(2)</u>	03/06/2018	General Motors Common Stock, \$1-2/3 Par Value	250,000
GM Stock \$1-2/3 Par Value Restricted Stock Units <u>(5)</u>	\$ 0	03/20/2008 <u>(5)</u>	<u>(5)</u>	General Motors Common Stock, \$1-2/3 Par Value	48,000
GM Stock \$1-2/3 Par Value Restricted Stock Units <u>(3)</u>	\$ 0	03/05/2011 <u>(3)</u>	<u>(3)</u>	General Motors Common Stock, \$1-2/3 Par Value	60,000
GM Stock \$1-2/3 Par Value Restricted Stock Units <u>(4)</u>	\$ 0	<u>(4)</u>	<u>(4)</u>	General Motors Common Stock, \$1-2/3 Par Value	75,000

## 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

05/11/2009

\_\_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.

(2) 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.

(3) 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.

(4) 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.

(5) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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