

COWGER GARY L

Form 4

April 24, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
COWGER GARY L

(Last) (First) (Middle)

300 RENAISSANCE CENTER, MC
482 C37 D81

(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)

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
____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 Indirect Beneficial Ownership (Instr. 4)
General Motors Common Stock, \$1-2/3 Par Value	04/24/2009		J ⁽¹⁾	17,610 D	\$ 1.87 0	I	Trust ⁽¹⁾
General Motors Common Stock, \$1-2/3 Par Value					35,008	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
GM Phantom Stock Units \$1-2/3 Par Value Common Stock ⁽²⁾	\$ 0	04/24/2009		J ⁽²⁾	3,847	⁽²⁾ ⁽²⁾	General Motors Common Stock, \$1-2/3 Par Value 3,847
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 40,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽³⁾	\$ 52.35					01/08/2002 ⁽³⁾ 01/09/2011	General Motors Common Stock, \$1-2/3 Par Value 45,000
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 55,000
GM Stock \$1-2/3 Par	\$ 50.82					02/04/2003 ⁽³⁾ 02/05/2012	General Motors 35,000

Value Option (Right to Buy) ⁽³⁾					Common Stock, \$1-2/3 Par Value	
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	55,00
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	50,00
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	50,00
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	50,00
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	50,00
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽³⁾	\$ 23.13		03/05/2009 ⁽³⁾	03/06/2018	General Motors Common Stock, \$1-2/3 Par Value	70,00
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	30,00
	\$ 0		03/05/2009 ⁽⁴⁾	⁽⁴⁾		29,43

GM Stock
\$1-2/3 Par
Value
Restricted
Stock
Units ⁽⁴⁾

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

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COWGER GARY L 300 RENAISSANCE CENTER MC 482 C37 D81 DETROIT, MI 48265-3000	Group Vice President

Signatures

/s/ Martin I. Darvick, attorney-in-fact for Mr.
Cowger

04/24/2009

 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) Shares held in trust under General Motors Savings Stock Purchase Program ("S-SPP") as of 12/31/08. State Street Bank & Trust Co., Trustee. Shares owned pursuant to Rule 16b-3 exempt employee savings plan. The Trustee, as independent fiduciary of the General Motors common stock fund, determined at its sole discretion that it was no longer consistent with applicable law and the applicable plan documents and agreements in place for it to continue to hold shares of General Motors common stock in the S-SPP and it decided to sell all of the shares held in such fund, including all of the shares held in my S-SPP account. I was informed of such sale as of the date indicated in Box 3 on the front of this Form 4.

(2) The Phantom Stock Units are held under Section 16b-3(c) exempt Rule 16b-3(b)(2) eligible excess benefit plan operated in conjunction with a qualified 401(k) plan. Each Unit is the economic equivalent of one share of General Motors common stock. The Units are payable in cash upon separation from General Motors. These Units are being reported even though they are exempt under Rule 16b-3. Units held as of 12/31/08. The price of zero is notional and only used for purposes of facilitating the electronic filing of this Form. As described in the footnote above concerning my shares of General Motors common stock held in the S-SPP, when the Trustee of the General Motors S-SPP common stock fund sold all of the shares of General Motors common stock held in the S-SPP, the Units in my excess benefit plan were also liquidated. I was informed of such disposition as of the date indicated in Box 3 on the front of this Form 4.

(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. Pursuant to the terms of the United States Treasury Loan Agreement with General Motors, RSU installments due to be delivered in 2009 have not been made 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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