

Reilly David Nicholas
 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 *
 Reilly David Nicholas

(Last) (First) (Middle)

300 RENAISSANCE
 CENTER, M/C: 482-C32-C66

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

Group Vice President

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)
				(A) or (D) Price			
General Motors Common Stock, \$1-2/3 Par Value					16,137	D	

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 Option (Right to Buy) ⁽¹⁾	\$ 75.5					01/10/2001 ⁽¹⁾	01/11/2010	General Motors Common Stock, \$1-2/3 Par Value	17,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽¹⁾	\$ 52.35					01/08/2002 ⁽¹⁾	01/09/2011	General Motors Common Stock, \$1-2/3 Par Value	19,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽¹⁾	\$ 50.46					01/07/2003 ⁽¹⁾	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	25,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽¹⁾	\$ 50.82					02/04/2003 ⁽¹⁾	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	15,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽¹⁾	\$ 40.05					01/21/2004 ⁽¹⁾	01/22/2013	General Motors Common Stock, \$1-2/3 Par Value	25,000
GM Stock \$1-2/3 Par	\$ 53.92					01/23/2005 ⁽¹⁾	01/24/2014	General Motors	20,000

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Value Option (Right to Buy) <u>(1)</u>				Common Stock, \$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 36.37	01/24/2006 ⁽¹⁾	01/25/2015	General Motors Common Stock, \$1-2/3 Par Value	20,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 20.9	02/23/2007 ⁽¹⁾	02/24/2016	General Motors Common Stock, \$1-2/3 Par Value	15,000
GM Stock 1-2/3 Par Value Stock Appreciation Rights <u>(2)</u>	\$ 29.11	03/20/2008 ⁽²⁾	03/21/2017	General Motors Common Stock, \$1-2/3 Par Value	40,000
GM Stock 1-2/3 Par Value Stock Appreciation Rights <u>(2)</u>	\$ 23.13	03/05/2009 ⁽²⁾	03/06/2018	General Motors Common Stock, \$1-2/3 Par Value	63,750
GM Stock \$1-2/3 Par Value Restricted Stock Units	\$ 0	02/23/2007 ⁽³⁾	<u>(3)</u>	General Motors Common Stock, \$1-2/3 Par Value	3,166
GM Stock \$1-2/3 Par Value Restricted Stock Units <u>(3)</u>	\$ 0	03/20/2008 ⁽³⁾	<u>(3)</u>	General Motors Common Stock, \$1-2/3 Par Value	26,666
GM Stock \$1-2/3 Par Value Restricted Stock Units <u>(3)</u>	\$ 0	03/05/2009 ⁽³⁾	<u>(3)</u>	General Motors Common Stock, \$1-2/3 Par Value	26,233

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reilly David Nicholas 300 RENAISSANCE CENTER M/C: 482-C32-C66 DETROIT, MI 48265-3000			Group Vice President	

Signatures

/s/ Martin I. Darvick, attorney-in-fact for Mr. Reilly	04/24/2009
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) 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.

(2) Employee Stock Appreciation Rights granted pursuant to Rule 16b-3 qualified General Motors Global Incentive Plan. Stock Appreciation Rights 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 is the date the first installment becomes/became exercisable.

(3) 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. 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.