

Osborne Robert Stephen
 Form 4
 April 24, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Osborne Robert Stephen

(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
 ___X___ Officer (give title below) ___ Other (specify below)
 Group VP & Gen. Counsel

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| General Motors Common Stock, \$1-2/3 Par Value | | | | | 0 | 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⁾ | \$ 29.73 | | | | | 09/01/2007 ⁽¹⁾ | 09/02/2016 | General Motors Common Stock, \$1-2/3 Par Value | 120,000 |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽¹⁾ | \$ 29.11 | | | | | 03/20/2008 ⁽¹⁾ | 03/21/2017 | General Motors Common Stock, \$1-2/3 Par Value | 40,000 |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽¹⁾ | \$ 23.13 | | | | | 03/05/2009 ⁽¹⁾ | 03/06/2018 | General Motors Common Stock, \$1-2/3 Par Value | 60,000 |
| GM Stock \$1-2/3 Par Value Restricted Stock Units ⁽²⁾ | \$ 0 | | | | | 09/01/2007 ⁽²⁾ | ⁽²⁾ | General Motors Common Stock, \$1-2/3 Par Value | 8,333 |
| GM Stock \$1-2/3 Par Value Restricted Stock Units ⁽²⁾ | \$ 0 | | | | | 03/20/2008 ⁽²⁾ | ⁽²⁾ | General Motors Common Stock, \$1-2/3 Par Value | 16,666 |
| GM Stock \$1-2/3 Par Value | \$ 0 | | | | | 03/05/2009 ⁽²⁾ | ⁽²⁾ | General Motors Common | 22,076 |

Restricted
Stock
Units (2)

Stock,
\$1-2/3
Par Value

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Osborne Robert Stephen 300 RENAISSANCE CENTER M/C: 482-C32-C66 DETROIT, MI 48265-3000 | | | Group VP & Gen. Counsel | |

Signatures

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

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) 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) 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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