Young Ray G Form 4 April 24, 2009

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

5. Relationship of Reporting Person(s) to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

2 Jasuar Nama and Tiakar or Trading

1(b).

Value

(Print or Type Responses)

1. Name and Address of Reporting Person *

Young Ray G			Symbol GENERAL MOTORS CORP [GM] 3. Date of Earliest Transaction (Month/Day/Year)				Issuer	ssuer				
(Last) (First) (Middle)		(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify										
	500 KENAIS	0 RENAISSANCE CENTER			04/24/2009				below) below) Executive Vice President & CFO			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
	DETROIT, N	MI 48265-300	00					Form filed by More than One Reporting Person				
	(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ities Acc	quired, Disposed	of, or Beneficial	ly Owned	
	1.Title of Security (Instr. 3) General Motors	2. Transaction (Month/Day/Ye	ear) Execut	emed ion Date, if //Day/Year)	3. Transactic Code (Instr. 8)	on(A) or Di (D) (Instr. 3,	ispose	d of	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)	
	Common Stock, \$1-2/3 Par Value	04/24/2009			J <u>(1)</u>	1,047	D	\$ 1.87	0	I	Trust (1)	
	General Motors Common Stock, \$1-2/3 Par								11,579	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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. Transacti Code (Instr. 8)	Secu Acqu (A) o Disp (D)	rities nired or osed of r. 3, 4,	Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Share
GM Phantom Stock Units \$1-2/3 Par Value Common Stock (2)	\$ 0	04/24/2009		J <u>(2)</u>		1,806	<u>(2)</u>	<u>(2)</u>	General Motors Common Stock, \$1-2/3 Par Value	1,806
GM Stock \$1-2/3 Par Value Option (Right to Buy) (3)	\$ 75.5						01/10/2001(3)	01/22/2010	General Motors Common Stock, \$1-2/3 Par Value	6,000
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	7,500
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	14,00
GM Stock \$1-2/3 Par	\$ 50.82						02/04/2003(3)	02/05/2012	General Motors	7,000

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	16,00
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	12,80
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	12,80
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	10,00
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	15,00
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	87,50
GM Stock \$1-2/3 Par Value Restricted Stock Units (4)	\$ O	02/23/2007(4)	<u>(4)</u>	General Motors Common Stock, \$1-2/3 Par Value	3,166
	\$ 0	03/20/2008(4)	<u>(4)</u>		7,302

GM Stock \$1-2/3 Par Value Restricted Stock Units (4)				General Motors Common Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value Restricted Stock Units (4)	\$ 0	03/05/2009(4)	<u>(4)</u>	General Motors Common Stock, \$1-2/3 Par Value

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

30,35

Young Ray G Executive
300 RENAISSANCE CENTER Vice President
DETROIT, MI 48265-3000 & CFO

Signatures

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

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).

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.

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.

- Employee stock option granted pursuant to Rule 16b-3 qualified General Motors Long-Term Incentive Plan. Stock options vest and (3) 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

Reporting Owners 4

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.