

GENERAL MOTORS CORP  
Form 4  
January 05, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
KATEN KAREN L

(Last) (First) (Middle)  
300 RENAISSANCE CENTER  
(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)  
12/31/2008

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)

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| General Motors Common Stock, \$1-2/3 Par Value |                                      |  |                                | (A) or (D) Price  | 6,000   | 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)

Edgar Filing: GENERAL MOTORS CORP - Form 4

**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 Stock Units <u>(1)</u>           | \$ 0   | 12/31/2008                           |  | A                              | 14,610  | <u>(1)</u> <u>(1)</u>                                    | General Motors Common Stock, \$1-2/3 Par Value 14,610         |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(2)</u> | \$ 75.5  |                                      |  |                                |   | 01/10/2001 <u>(2)</u> 01/11/2010                         | General Motors Common Stock, \$1-2/3 Par Value 2,311          |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(2)</u> | \$ 52.35   |                                      |  |                                |   | 01/08/2002 <u>(2)</u> 01/09/2011                         | General Motors Common Stock, \$1-2/3 Par Value 2,830          |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(3)</u> | \$ 50.46   |                                      |  |                                |   | 01/07/2003 <u>(3)</u> 01/08/2012                         | General Motors Common Stock, \$1-2/3 Par Value 3,000          |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| KATEN KAREN L<br>300 RENAISSANCE CENTER<br>DETROIT, MI 48265-3000 | X             |           |         |       |

## Signatures

/s/ Martin I. Darvick, attorney-in-fact for Ms.  
Katen

01/05/2009

         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) Stock Units credited pursuant to Rule 16b-3 qualified GM Compensation Plan for Non-employee Directors. Deferred compensation, equal to the retainers earned during the year, is credited annually on each December 31. The deferred compensation is converted into Stock Units at the average daily closing market price of GM Common Stock for such year. The amounts credited during the year also include dividend equivalents on such Stock Units. Pursuant to such Plan, the Stock Units are deferred until after the director's retirement from GM and are paid in cash. The Stock Units convert on a one for one basis. The price of Zero is nominal and only used for purposes of facilitating the electronic filing of this Form.

(2) Director stock option granted pursuant to Section 16b-3 qualified General Motors Compensation Plan for Non-Employee Directors. The stock option vested 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 became exercisable.

(3) Director stock options granted pursuant to Section 16b-3 qualified General Motors Compensation Plan for Non-Employee Directors. The stock option vested on the date indicated in column 6.

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.