

GENERAL MOTORS CORP  
Form SC 13G/A  
February 14, 2007

-----  
OMB APPROVAL  
-----

OMB Number: 3235-0145  
Expires: February 28, 2009  
Estimated average burden  
hours per response.....10.4  
-----

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

This Amendment Number 1 to the Schedule 13G dated February 12, 2007 is being filed to correct an error in the calculation of the number of shares of Issuer common stock beneficially owned by The Goldman Sachs Group, Inc.

General Motors Corporation

-----  
(Name of Issuer)

Common Stock, \$1.667 par value

-----  
(Title of Class of Securities)

370442105

-----  
(CUSIP Number)

December 31, 2006

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

Edgar Filing: GENERAL MOTORS CORP - Form SC 13G/A

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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 1745 (3-06)

Page 1 of 5 pages

-----  
CUSIP No. 370442105  
-----

13G

- 1. Name of Reporting Person  
I.R.S. Identification No. of above Person

The Goldman Sachs Group, Inc.

- 2. Check the Appropriate Box if a Member of a Group

(a)   
(b)

- 3. SEC Use Only

- 4. Citizenship or Place of Organization

Delaware

- 5. Sole Voting Power

Number of 0

Shares

- 6. Shared Voting Power

Beneficially

23,250,658

Owned by

Each

- 7. Sole Dispositive Power

Reporting

0

Person

- 8. Shared Dispositive Power

With:

23,455,114

Edgar Filing: GENERAL MOTORS CORP - Form SC 13G/A

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person

23,455,114

-----  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[ ]

-----  
11. Percent of Class Represented by Amount in Row (9)

4.1%

-----  
12. Type of Reporting Person

HC-CO

-----  
Page 2 of 5 pages

-----  
CUSIP No. 370442105

13G

-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person

Goldman, Sachs & Co.

-----  
2. Check the Appropriate Box if a Member of a Group

(a) [ ]

(b) [ ]

-----  
3. SEC Use Only

-----  
4. Citizenship or Place of Organization

New York

-----  
5. Sole Voting Power

Number of 0

Shares

Beneficially

-----  
6. Shared Voting Power

23,250,658

Edgar Filing: GENERAL MOTORS CORP - Form SC 13G/A

Owned by -----  
Each 7. Sole Dispositive Power  
Reporting 0  
Person -----  
With: 8. Shared Dispositive Power  
23,455,114

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
23,455,114

-----  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
[ ]

-----  
11. Percent of Class Represented by Amount in Row (9)  
4.1%

-----  
12. Type of Reporting Person  
BD-PN-IA  
-----

Page 3 of 5 pages

- Item 4. Ownership. \*
- (a). Amount beneficially owned:  
See the response(s) to Item 9 on the attached cover page(s).
  - (b). Percent of Class:  
See the response(s) to Item 11 on the attached cover page(s).
  - (c). Number of shares as to which such person has:
    - (i). Sole power to vote or to direct the vote: See the response(s) to Item 5 on the attached cover page(s).
    - (ii). Shared power to vote or to direct the vote: See the response(s) to Item 6 on the attached cover page(s).
    - (iii). Sole power to dispose or to direct the disposition of: See the response(s) to Item 7 on the attached cover page(s).
    - (iv). Shared power to dispose or to direct the disposition of: See the response(s) to Item 8 on the attached cover page(s).

Item 5. Ownership of Five Percent or Less of a Class.

Edgar Filing: GENERAL MOTORS CORP - Form SC 13G/A

If this statement is being filed to report the fact that as of the date hereof the reporting persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following [X].

Item 10.

Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

-----

\* In accordance with the Securities and Exchange Commission Release No. 34-39538 (January 12, 1998) (the "Release"), this filing reflects the securities beneficially owned by certain operating units (collectively, the "Goldman Sachs Reporting Units") of The Goldman Sachs Group, Inc. and its subsidiaries and affiliates (collectively, "GSG"). This filing does not reflect securities, if any, beneficially owned by any operating units of GSG whose ownership of securities is disaggregated from that of the Goldman Sachs Reporting Units in accordance with the Release. The Goldman Sachs Reporting Units disclaim beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which the Goldman Sachs Reporting Units or their employees have voting or investment discretion, or both and (ii) certain investment entities of which the Goldman Sachs Reporting Units act as the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than the Goldman Sachs Reporting Units.

Page 4 of 5 pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2007

THE GOLDMAN SACHS GROUP, INC.

By: /s/ Ronald Christopher

-----  
Name: Ronald Christopher

Title: Attorney-in-fact

GOLDMAN, SACHS & CO.

By: /s/ Ronald Christopher

-----  
Name: Ronald Christopher

Title: Attorney-in-fact

Page 5 of 5 pages