

GENERAL MOTORS CORP

Form 4

March 22, 2007

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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(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)

02/23/2007

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 \_\_\_\_ Other (specify  
below) below)

Group Vice President

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 Indirect Beneficial Ownership (Instr. 4)
General Motors Common Stock, \$1-2/3 Par Value			Code	V Amount (D) Price	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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares of Common Stock
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(1)</sup>	\$ 29.11	03/20/2007		A	40,000	03/20/2008 <sup>(1)</sup> 03/21/2017	General Motors Common Stock, \$1-2/3 Par Value 4
GM Stock \$1-2/3 Par Value Restricted Stock Units <sup>(2)</sup>	\$ 0	03/20/2007		A	40,000	03/20/2008 <sup>(2)</sup> <sup>(2)</sup>	General Motors Common Stock, \$1-2/3 Par Value 4
GM Stock \$1-2/3 Par Value Restricted Stock Units <sup>(2)</sup>	\$ 0	02/23/2007		M	3,167	02/23/2007 <sup>(2)</sup> <sup>(2)</sup>	General Motors Common Stock, \$1-2/3 Par Value 3
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(1)</sup>	\$ 46.59					01/12/1999 <sup>(1)</sup> 01/13/2008	General Motors Common Stock, \$1-2/3 Par Value 1
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(1)</sup>	\$ 71.53					01/11/2000 <sup>(1)</sup> 01/12/2009	General Motors Common Stock, \$1-2/3 Par Value 2
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(1)</sup>	\$ 75.5					01/10/2001 <sup>(1)</sup> 01/11/2010	General Motors Common Stock, \$1-2/3 Par Value 1

GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(1)</sup>	\$ 52.35	01/08/2002 <sup>(1)</sup>	01/09/2011	General Motors Common Stock, \$1-2/3 Par Value	1
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(1)</sup>	\$ 50.46	01/07/2003 <sup>(1)</sup>	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	2
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(1)</sup>	\$ 50.82	02/04/2003 <sup>(1)</sup>	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	1
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(1)</sup>	\$ 40.05	01/21/2004 <sup>(1)</sup>	01/22/2013	General Motors Common Stock, \$1-2/3 Par Value	2
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(1)</sup>	\$ 53.92	01/23/2005 <sup>(1)</sup>	01/24/2014	General Motors Common Stock, \$1-2/3 Par Value	2
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(1)</sup>	\$ 36.37	01/24/2006 <sup>(1)</sup>	01/25/2015	General Motors Common Stock, \$1-2/3 Par Value	2
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(1)</sup>	\$ 20.9	02/23/2007 <sup>(1)</sup>	02/24/2016	General Motors Common Stock, \$1-2/3 Par Value	1

## Reporting Owners

Reporting Owner Name / Address	Relationships
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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

03/22/2007

\_\_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).

Employee stock option granted pursuant to Rule 16b-3 qualified General Motors Stock Incentive Plan. Stock options vest and become  
(1) 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.

Restricted Stock Units ("RSU") granted pursuant to Rule 16b-3 qualified General Motors 2006 Cash Based Restricted Stock Unit Plan.  
(2) The RSUs are denominated in stock units but are to be paid in cash in three annual installments commencing, respectively, one, two and three years from the date of initial grant. Date shown is the date the first installment is/was exercisable. The price of zero is fictional and only used for purposes of facilitating the electronic filing of this Form.

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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