

GENERAL MOTORS CORP  
Form 4  
March 22, 2007

**FORM 4**

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

OMB APPROVAL

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**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 \*  
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  
 Officer (give title below)  Other (specify below)

Group Vice President

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)	16,137	D	

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

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(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
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
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
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
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
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
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

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

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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