

BURNS LAWRENCE D  
Form 4  
March 06, 2008

**FORM 4**

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

OMB APPROVAL

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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 \*  
BURNS LAWRENCE D

2. Issuer Name and Ticker or Trading Symbol  
GENERAL MOTORS CORP [GM]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
30500 MOUND ROAD, MC 480  
106 EX2  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/05/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
GM Vice President

WARREN, MI 48090

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 |                                      |  |                                | (A)<br>or<br>(D)  | 5,499   | D  |   |
| General Motors Common Stock, \$1-2/3 Par Value |                                      |  |                                | (A)<br>or<br>(D)  | 2,780   | I  | Trust <sup>(3)</sup>                                  |

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

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(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. 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                            |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(1)</sup>      | \$ 23.13   | 03/05/2008                           |  | A                              | 28,750  | 03/05/2009 <sup>(1)</sup> 03/06/2018                     | General Motors Common Stock, \$1-2/3 Par Value 28,750       |
| GM Stock \$1-2/3 Par Value Restricted Stock Units <sup>(2)</sup>     | \$ 0   | 03/05/2008                           |  | A                              | 16,115  | 03/05/2009 <sup>(2)</sup> <sup>(2)</sup>                 | General Motors Common Stock, \$1-2/3 Par Value 16,115       |
| GM Phantom Stock Units \$1-2/3 Par Value Common Stock <sup>(4)</sup> | \$ 0   |                                      |  |                                |   | <sup>(4)</sup> <sup>(4)</sup>                            | General Motors Common Stock, \$1-2/3 Par Value 2,040        |
| GM Stock \$1-2/3 Par Value Deferred Stock Units <sup>(5)</sup>       | \$ 0   |                                      |  |                                |   | <sup>(5)</sup> <sup>(5)</sup>                            | General Motors Common Stock, \$1-2/3 Par Value 18,100       |
| GM Stock \$1-2/3 Par Value   | \$ 71.53   |                                      |  |                                |   | 01/11/2000 <sup>(1)</sup> 01/12/2009                     | General Motors Common 19,200                                |

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|  |          |                       |            |   |      |
|--|----------|-----------------------|------------|---|------|
| Option<br>(Right to<br>Buy) <u>(1)</u>                                     |          |                       |            | Stock,<br>\$1-2/3<br>Par Value                                |      |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option<br>(Right to<br>Buy) <u>(1)</u> | \$ 75.5  | 01/10/2001 <u>(1)</u> | 01/11/2010 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 17,0 |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option<br>(Right to<br>Buy) <u>(1)</u> | \$ 52.35 | 01/08/2002 <u>(1)</u> | 01/09/2011 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 20,0 |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option<br>(Right to<br>Buy) <u>(1)</u> | \$ 50.46 | 01/07/2003 <u>(1)</u> | 01/08/2012 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 22,0 |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option<br>(Right to<br>Buy) <u>(1)</u> | \$ 50.82 | 02/04/2003 <u>(1)</u> | 02/05/2012 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 15,0 |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option<br>(Right to<br>Buy) <u>(1)</u> | \$ 40.05 | 01/21/2004 <u>(1)</u> | 01/22/2013 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 22,0 |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option<br>(Right to<br>Buy) <u>(1)</u> | \$ 53.92 | 01/23/2005 <u>(1)</u> | 01/24/2014 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 17,6 |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option<br>(Right to<br>Buy) <u>(1)</u> | \$ 36.37 | 01/24/2006 <u>(1)</u> | 01/25/2015 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 17,6 |
| GM Stock<br>\$1-2/3 Par  | \$ 20.9  | 02/23/2007 <u>(1)</u> | 02/24/2016 | General<br>Motors   | 17,6 |



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The Deferred Stock Units were accrued under the Rule 16b-3 qualified General Motors Deferred Compensation Plan. Dividend (5) equivalents are earned on each Deferred Stock Unit. Units held as of 12/31/07. The Deferred Stock Units convert on a "1 for 1" basis. The price of zero is fictional and only used for purposes of facilitating the electronic filing of this Form.

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