

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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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 \*  
HENDERSON FREDERICK A

(Last) (First) (Middle)

300 RENAISSANCE CENTER, MC  
482 C32 B24

(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)

03/20/2007

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

Vice Chairman & CFO

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 Ownership (Instr. 4)
				(A) or (D)	Amount		
			Code	V	Amount	(D)	Price
General Motors Common Stock, \$1-2/3 Par Value					8,529	D	
General Motors Common Stock, \$1-2/3 Par Value					6,068	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 Number of Shares
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(1)</sup>	\$ 29.11	03/20/2007		A	250,000	03/20/2008 <sup>(1)</sup> 03/21/2017	General Motors Common Stock, \$1-2/3 Par Value 250,000
GM Stock \$1-2/3 Par Value Restricted Stock Units <sup>(2)</sup>	\$ 0	03/20/2007		A	60,000	03/20/2008 <sup>(2)</sup> <sup>(2)</sup>	General Motors Common Stock, \$1-2/3 Par Value 60,000
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 2,000,000
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 45,000
GM Stock \$1-2/3 Par Value Option	\$ 46.59					01/12/1999 <sup>(1)</sup> 01/13/2008	General Motors Common Stock, 18,000

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(Right to Buy) <u>(1)</u>				\$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 71.53	01/11/2000 <sup>(1)</sup>	01/12/2009	General Motors Common Stock, \$1-2/3 Par Value	20
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 75.5	01/10/2001 <sup>(1)</sup>	01/11/2010	General Motors Common Stock, \$1-2/3 Par Value	30
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 52.35	01/08/2002 <sup>(1)</sup>	01/09/2011	General Motors Common Stock, \$1-2/3 Par Value	45
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 50.46	01/07/2003 <sup>(1)</sup>	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	55
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 50.82	02/04/2003 <sup>(1)</sup>	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	35
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 40.05	01/21/2004 <sup>(1)</sup>	01/22/2013	General Motors Common Stock, \$1-2/3 Par Value	55
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 53.92	01/23/2005 <sup>(1)</sup>	01/24/2014	General Motors Common Stock, \$1-2/3 Par Value	50
GM Stock \$1-2/3 Par Value	\$ 36.37	01/24/2006 <sup>(1)</sup>	01/25/2015	General Motors Common	50

Option (Right to Buy) <u>(1)</u>					Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 20.9		02/23/2007 <sup>(1)</sup>	02/24/2016	General Motors Common Stock, \$1-2/3 Par Value

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENDERSON FREDERICK A 300 RENAISSANCE CENTER MC 482 C32 B24 DETROIT, MI 48265-3000			Vice Chairman & CFO	

## Signatures

/s/ Martin I. Darvick, attorney-in-fact for Mr.  
Henderson

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).
- (1) Employee stock option granted pursuant to Rule 16b-3 qualified General Motors Stock Incentive Plan. Stock options vest 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 becomes/became exercisable.
- (2) Restricted Stock Units are granted under the Rule 16b-3 qualified General Motors Stock Incentive Plan. The RSUs are denominated in stock and are to be delivered in stock in five annual installments commencing, respectively, one, two, three, four and five years from the date of the initial grant. Dividend equivalents are earned on each undelivered Restricted Stock Unit. Date shown in column 6 is the date the first installment is payable. The price of zero is notional and only used for purposes of facilitating the electronic filing of this Form.
- (3) Shares held in trust under General Motors Savings Stock Purchase Program as of 12/31/06. State Street Bank & Trust Co., Trustee. Shares owned pursuant to Rule 16b-3 exempt employee savings plan.
- (4) The Phantom Stock Units are held under Section 16b-3(c) exempt Rule 16b-3(b)(2) eligible excess benefit plan operated in conjunction with a qualified 401(k) plan. The Units are payable in cash upon separation from General Motors. These Units are being reported even though they are exempt under Rule 16b-3. Units held as of 12/31/06. The price of zero is notional and only used for purposes of facilitating the electronic filing of this Form.
- (5) The Deferred Stock Units were accrued under the Rule 16b-3 qualified General Motors Deferred Compensation Plan. Dividend equivalents are earned on each Deferred Stock Unit. Units held as of 12/31/06. The Deferred Stock Units convert on a "1 for 1" basis. The price of zero is notional 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. 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.