

GENERAL MOTORS CORP  
Form 4  
February 29, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**BARCLAY KATHLEEN S**

(Last) (First) (Middle)

300 RENAISSANCE CENTER, PO  
BOX 300 MC 482 C32 D82

(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)

02/29/2008

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)

GM 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 Ownership (Instr. 4)
			Code	V	Amount (D) or Price (A)		
General Motors Common Stock, \$1-2/3 Par Value	02/29/2008		M		6,250 (1)	A	\$ 0 15,260 D
General Motors Common Stock, \$1-2/3 Par Value	02/29/2008		F		2,413 (1)	D	\$ 24.5 12,847 D

General  
Motors  
Common  
Stock,  
\$1-2/3 Par  
Value

1,979

I

Trust <sup>(2)</sup>

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

**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 1474  
(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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
GM Stock \$1-2/3 Par Value Deferred Stock Units <sup>(1)</sup>	\$ 0	02/29/2008		M	6,250	<u>(1)</u>	<u>(1)</u>	General Motors Common Stock, \$1-2/3 Par Value	6,250
GM Phantom Stock Units \$1-2/3 Par Value Common Stock <sup>(3)</sup>	\$ 0					<u>(3)</u>	<u>(3)</u>	General Motors Common Stock, \$1-2/3 Par Value	2,350
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(4)</sup>	\$ 71.53					01/11/2000 <sup>(4)</sup>	01/12/2009	General Motors Common Stock, \$1-2/3 Par Value	16,820
	\$ 75.5					01/10/2001 <sup>(4)</sup>	01/11/2010		16,000

Edgar Filing: GENERAL MOTORS CORP - Form 4

GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(4)</sup>				General Motors Common Stock, \$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(4)</sup>	\$ 52.35		01/08/2002 <sup>(4)</sup>	01/09/2011	General Motors Common Stock, \$1-2/3 Par Value 20,00
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(4)</sup>	\$ 50.46		01/07/2003 <sup>(4)</sup>	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value 22,00
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(4)</sup>	\$ 50.82		02/04/2003 <sup>(4)</sup>	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value 15,00
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(4)</sup>	\$ 40.05		01/21/2004 <sup>(4)</sup>	01/22/2013	General Motors Common Stock, \$1-2/3 Par Value 22,00
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(4)</sup>	\$ 53.92		01/23/2005 <sup>(4)</sup>	01/24/2014	General Motors Common Stock, \$1-2/3 Par Value 17,60
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(4)</sup>	\$ 36.37		01/24/2006 <sup>(4)</sup>	01/25/2015	General Motors Common Stock, \$1-2/3 Par Value 17,60
GM Stock \$1-2/3 Par Value Option (Right to	\$ 20.9		02/23/2007 <sup>(4)</sup>	02/24/2016	General Motors Common Stock, \$1-2/3 17,60



## Edgar Filing: GENERAL MOTORS CORP - Form 4

Date shown in Table II is the date the first installment is/was payable. The price of zero in Table II 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.