#### GENERAL MOTORS CORP

Form 4

March 20, 2008

## 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

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

may continue. See Instruction

1(b).

(Print or Type I	Responses)										
SZYGENDA RALPH J Sym			Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol GENERAL MOTORS CORP [GM]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (	Middle)	3. Date of	3. Date of Earliest Transaction				(Check all applicable)			
			(Month/Day/Year) 03/20/2008					Director 10% Owner Officer (give title Other (specify below) Group Vice President			
	(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
Filed(Mor DETROIT, MI 48265-2000				nth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any	Execution Date, if		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
General Motors Common Stock, \$1-2/3 Par Value	03/20/2008			M	5,667	A	\$ 0 (1)	45,620	D		
General Motors Common Stock, \$1-2/3 Par Value	03/20/2008			D	5,667	D	\$ 19.15	39,953	D		

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

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

1. Title of

2.

3,095 I Trust (2)

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

3. Transaction Date 3A. Deemed

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)

6. Date Exercisable and

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

5. Number

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code	Secu Acqu (A) ( Disp (D)	urities uired or posed of tr. 3, 4,	Expiration Date (Month/Day/Year	;)	Underlying S (Instr. 3 and	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Share
GM Stock \$1-2/3 Par Value Restricted Stock Units (1)	\$ 0	03/20/2008		M		5,667	03/20/2008(1)	<u>(1)</u>	General Motors Common Stock, \$1-2/3 Par Value	5,667
GM Phantom Stock Units \$1-2/3 Par Value Common Stock (3)	\$ 0						<u>(3)</u>	(3)	General Motors Common Stock, \$1-2/3 Par Value	4,60€
GM Stock \$1-2/3 Par Value Option (Right to Buy) (4)	\$ 71.53						01/11/2000(4)	01/12/2009	General Motors Common Stock, \$1-2/3 Par Value	33,65
	\$ 75.5						01/10/2001(4)	01/11/2010		38,00

7. Title and Amount of

GM Stock \$1-2/3 Par Value Option (Right to Buy) (4)				General Motors Common Stock, \$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (4)	\$ 52.35	01/08/2002(4)	01/09/2011	General Motors Common Stock, \$1-2/3 Par Value	42,00
GM Stock \$1-2/3 Par Value Option (Right to Buy) (4)	\$ 50.46	01/07/2003(4)	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	47,00
GM Stock \$1-2/3 Par Value Option (Right to Buy) (4)	\$ 50.82	02/04/2003(4)	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	23,50
GM Stock \$1-2/3 Par Value Option (Right to Buy) (4)	\$ 40.05	01/21/2004(4)	01/22/2013	General Motors Common Stock, \$1-2/3 Par Value	47,00
GM Stock \$1-2/3 Par Value Option (Right to Buy) (4)	\$ 53.92	01/23/2005(4)	01/24/2014	General Motors Common Stock, \$1-2/3 Par Value	37,60
GM Stock \$1-2/3 Par Value Option (Right to Buy) (4)	\$ 36.37	01/24/2006(4)	01/25/2015	General Motors Common Stock, \$1-2/3 Par Value	37,60
GM Stock \$1-2/3 Par Value Option (Right to	\$ 20.9	02/23/2007(4)	02/24/2016	General Motors Common Stock, \$1-2/3	37,60

Buy) (4)				Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (4)	\$ 29.11	03/20/2008(4)	03/21/2017	General Motors Common Stock, \$1-2/3 Par Value	40,00
GM Stock \$1-2/3 Par Value Option (Right to Buy) (4)	\$ 23.13	03/05/2009(4)	03/06/2018	General Motors Common Stock, \$1-2/3 Par Value	62,50
GM Stock \$1-2/3 Par Value Restricted Stock Units (1)	\$ 0	03/05/2009(1)	<u>(1)</u>	General Motors Common Stock, \$1-2/3 Par Value	25,75

## **Reporting Owners**

Director 10% Owner Officer Other

SZYGENDA RALPH J 200 RENAISSANCE CENTER MC 482 B34 B11 DETROIT, MI 48265-2000

Group Vice President

### **Signatures**

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

03/20/2008

\*\*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).
  - Restricted Stock Units ("RSU") granted pursuant to Rule 16b-3 qualified General Motors Cash Based Restricted Stock Unit Plan. Each
- (1) units but are paid in cash in three annual installments commencing, respectively, one, two and three years from the date of initial grant.

  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.

Restricted Stock Unit is the economic equivalent of one share of General Motors common stock. The RSUs are denominated in stock

- (2) Shares held in trust under General Motors Savings Stock Purchase Program as of 12/31/07. State Street Bank & Trust Co., Trustee. Shares owned pursuant to Rule 16b-3 exempt employee savings plan.
- (3) 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. Each Unit is the economic equivalent of one share of General Motors common stock. 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

Reporting Owners 4

as of 12/31/07. The price of zero is notional and only used for purposes of facilitating the electronic filing of this Form.

Employee stock option granted pursuant to Rule 16b-3 qualified General Motors Long-Term Incentive Plan. Stock options vest and (4) 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.

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.