

GENERAL MOTORS CORP  
Form 4  
March 20, 2008

**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)  
03/20/2008

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)
			Code	V	Amount or Price		
General Motors Common Stock, \$1-2/3 Par Value	03/20/2008		M		13,334 A \$ 0 <sup>(1)</sup>	29,471	D
General Motors Common Stock, \$1-2/3 Par Value	03/20/2008		D		\$ 19.15	16,137	D

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

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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)
GM Stock \$1-2/3 Par Value Restricted Stock Units <u>(1)</u>	\$ 0	03/20/2008		M	13,334	03/20/2008 <sup>(1)</sup> <u>(1)</u>	General Motors Common Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(2)</u>	\$ 71.53					01/11/2000 <sup>(2)</sup> 01/12/2009	General Motors Common Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(2)</u>	\$ 75.5					01/10/2001 <sup>(2)</sup> 01/11/2010	General Motors Common Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(2)</u>	\$ 52.35					01/08/2002 <sup>(2)</sup> 01/09/2011	General Motors Common Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(2)</u>	\$ 50.46					01/07/2003 <sup>(2)</sup> 01/08/2012	General Motors Common Stock, \$1-2/3 Par Value

				Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(2)</sup>	\$ 50.82	02/04/2003 <sup>(2)</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>(2)</sup>	\$ 40.05	01/21/2004 <sup>(2)</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>(2)</sup>	\$ 53.92	01/23/2005 <sup>(2)</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>(2)</sup>	\$ 36.37	01/24/2006 <sup>(2)</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>(2)</sup>	\$ 20.9	02/23/2007 <sup>(2)</sup>	02/24/2016	General Motors Common Stock, \$1-2/3 Par Value	1.
GM Stock 1-2/3 Par Value Stock Appreciation Rights <sup>(3)</sup>	\$ 29.11	03/20/2008 <sup>(3)</sup>	03/21/2017	General Motors Common Stock, \$1-2/3 Par Value	4.
GM Stock 1-2/3 Par Value Stock Appreciation Rights <sup>(3)</sup>	\$ 23.13	03/05/2009 <sup>(3)</sup>	03/06/2018	General Motors Common Stock, \$1-2/3 Par Value	6.
GM Stock \$1-2/3 Par Value Restricted	\$ 0	02/23/2007 <sup>(1)</sup>	<sup>(1)</sup>	General Motors Common Stock,	3

