

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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**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)

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)

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  |                                | (A) or (D)  | Amount (D) Price  |  |                                   |
| General Motors Common Stock, \$1-2/3 Par Value |                                      |  |                                |   | 9,010   | D  |                                   |
| General Motors Common Stock, \$1-2/3 Par Value |                                      |  |                                |   | 1,907   | I  | Trust <sup>(2)</sup>              |

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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.**

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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>(5)</sup>      | \$ 29.11   | 03/20/2007                           |  | A                              | 25,000  | 03/20/2008 <sup>(5)</sup> 03/21/2017                     | General Motors Common Stock, \$1-2/3 Par Value 25,000       |
| GM Stock \$1-2/3 Par Value Restricted Stock Units <sup>(1)</sup>     | \$ 0   | 03/20/2007                           |  | A                              | 12,000  | 03/20/2008 <sup>(1)</sup> <sup>(1)</sup>                 | General Motors Common Stock, \$1-2/3 Par Value 12,000       |
| GM Phantom Stock Units \$1-2/3 Par Value Common Stock <sup>(3)</sup> | \$ 0   |                                      |  |                                |   | <sup>(3)</sup> <sup>(3)</sup>                            | General Motors Common Stock, \$1-2/3 Par Value 2,200        |
| GM Stock \$1-2/3 Par Value Deferred Stock Units <sup>(4)</sup>       | \$ 0   |                                      |  |                                |   | <sup>(4)</sup> <sup>(4)</sup>                            | General Motors Common Stock, \$1-2/3 Par Value 16,800       |
| GM Stock \$1-2/3 Par Value   | \$ 46.59   |                                      |  |                                |   | 01/12/1999 <sup>(5)</sup> 01/13/2008                     | General Motors Common 6,000                                 |

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|  |          |  |                           |                                |   |      |
|--|----------|--|---------------------------|--------------------------------|---|------|
| Option<br>(Right to<br>Buy) <sup>(5)</sup>                                     |          |  |                           | Stock,<br>\$1-2/3<br>Par Value |   |      |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option<br>(Right to<br>Buy) <sup>(5)</sup> | \$ 71.53 |  | 01/11/2000 <sup>(5)</sup> | 01/12/2009                     | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 16,8 |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option<br>(Right to<br>Buy) <sup>(5)</sup> | \$ 75.5  |  | 01/10/2001 <sup>(5)</sup> | 01/11/2010                     | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 16,0 |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option<br>(Right to<br>Buy) <sup>(5)</sup> | \$ 52.35 |  | 01/08/2002 <sup>(5)</sup> | 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) <sup>(5)</sup> | \$ 50.46 |  | 01/07/2003 <sup>(5)</sup> | 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) <sup>(5)</sup> | \$ 50.82 |  | 02/04/2003 <sup>(5)</sup> | 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) <sup>(5)</sup> | \$ 40.05 |  | 01/21/2004 <sup>(5)</sup> | 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) <sup>(5)</sup> | \$ 53.92 |  | 01/23/2005 <sup>(5)</sup> | 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  | \$ 36.37 |  | 01/24/2006 <sup>(5)</sup> | 01/25/2015                     | General<br>Motors   | 17,6 |

