

GENERAL MOTORS CORP  
Form 4  
May 17, 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 \*  
LUTZ ROBERT A

(Last) (First) (Middle)

300 RENAISSANCE CENTER, MC  
482 C39 B40

(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)

05/15/2007

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)  
Vice Chairman

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	(D)	Price
General Motors Common Stock, \$1-2/3 Par Value	05/15/2007		M		53,336	A	\$ 20.9 79,668
General Motors Common Stock, \$1-2/3 Par Value	05/15/2007		F		5,502	D	\$ 31.5 74,166

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

1,383 I Trust (2)

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) <u>(1)</u>	\$ 20.9	05/15/2007		M	53,336	02/23/2007 <sup>(1)</sup>	02/24/2016	General Motors Common Stock, \$1-2/3 Par Value	53,336
GM Phantom Stock Units \$1-2/3 Par Value Common Stock <u>(3)</u>	\$ 0					<sup>(3)</sup>	<sup>(3)</sup>	General Motors Common Stock, \$1-2/3 Par Value	5,200
GM Stock \$1-2/3 Par Value Restricted Stock Units <u>(4)</u>	\$ 0					03/20/2008 <sup>(4)</sup>	<sup>(4)</sup>	General Motors Common Stock, \$1-2/3 Par Value	60,000
GM Stock \$1-2/3 Par Value	\$ 0					<sup>(5)</sup>	<sup>(5)</sup>	General Motors	75,000

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Value Restricted Stock Units <u>(5)</u>				Common Stock, \$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Deferred Stock Units <u>(6)</u>	\$ 0		<u>(6)</u> <u>(6)</u>	General Motors Common Stock, \$1-2/3 Par Value	126,
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 54.91		09/04/2002 <u>(1)</u> 09/05/2011	General Motors Common Stock, \$1-2/3 Par Value	200,
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 50.46		01/07/2003 <u>(1)</u> 01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	100,
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 50.82		02/04/2003 <u>(1)</u> 02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	100,
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 40.05		01/21/2004 <u>(1)</u> 01/22/2013	General Motors Common Stock, \$1-2/3 Par Value	200,
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 53.92		01/23/2005 <u>(1)</u> 01/24/2014	General Motors Common Stock, \$1-2/3 Par Value	160,
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 36.37		01/24/2006 <u>(1)</u> 01/25/2015	General Motors Common Stock, \$1-2/3 Par Value	160,
	\$ 29.11		03/20/2008 <u>(1)</u> 03/21/2017		250,

