#### LUTZ ROBERT A

Form 4

March 06, 2008

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

**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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

may continue.

See Instruction

LUTZ ROBERT A			Symbol  CENERAL MOTORS CORR [CM]				Issuer				
			GENER	GENERAL MOTORS CORP [GM]				(Check all applicable)			
(Last)	(First)	(Middle)		Earliest Tra	ansaction						
300 RENAISSANCE CENTER, MC 482 C39 B40			(Month/Day/Year) 03/05/2008				Director 10% Owner _X Officer (give title Other (specify below)  Vice Chairman				
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person			
DETROIT, MI 48265-3000							Form filed by More than One Reporting Person				
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)  General Motors	2. Transaction (Month/Day/Y	ear) Execution	emed on Date, if /Day/Year)	Code (Instr. 8)	4. SecurionAcquired Disposed (Instr. 3,	(A) or d of (D) 4 and 5)  (A) or	rice	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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock, \$1-2/3 Par Value								74,166	D		
General Motors Common Stock, \$1-2/3 Par Value								1,436	I	Trust (3)	

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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ive Expiration Date ies (Month/Day/Year) ed (A) or ed of (D)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Nun Shar
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 23.13	03/05/2008		A	250,000	03/05/2009(1)	03/06/2018	General Motors Common Stock, \$1-2/3 Par Value	250
GM Stock \$1-2/3 Par Value Restricted Stock Units (2)	\$ 0	03/05/2008		A	60,000	03/05/2011(2)	<u>(2)</u>	General Motors Common Stock, \$1-2/3 Par Value	60
GM Phantom Stock Units \$1-2/3 Par Value Common Stock (4)	\$ 0					<u>(4)</u>	<u>(4)</u>	General Motors Common Stock, \$1-2/3 Par Value	5,
GM Stock \$1-2/3 Par Value Deferred Stock Units (5)	\$ 0					<u>(5)</u>	<u>(5)</u>	General Motors Common Stock, \$1-2/3 Par Value	130
GM Stock \$1-2/3 Par Value Option	\$ 54.91					09/04/2002(1)	09/05/2011	General Motors Common Stock,	200

(Right to Buy) (1)				\$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 50.46	01/07/2003(1)	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	100
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 50.82	02/04/2003(1)	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	100
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 40.05	01/21/2004(1)	01/22/2013	General Motors Common Stock, \$1-2/3 Par Value	200
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 53.92	01/23/2005(1)	01/24/2014	General Motors Common Stock, \$1-2/3 Par Value	160
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 36.37	01/24/2006(1)	01/25/2015	General Motors Common Stock, \$1-2/3 Par Value	160
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 20.9	02/23/2007(1)	02/24/2016	General Motors Common Stock, \$1-2/3 Par Value	106
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 29.11	03/20/2008(1)	03/21/2017	General Motors Common Stock, \$1-2/3 Par Value	250
GM Stock \$1-2/3 Par Value	\$ 0	03/20/2008(6)	<u>(6)</u>	General Motors Common	60

Restricted Stock. \$1-2/3 Stock Units (6) Par Value GM Stock General \$1-2/3 Par Motors Value Common (7) (7) \$0 Restricted Stock, Stock \$1-2/3 Units (7) Par Value

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LUTZ ROBERT A

300 RENAISSANCE CENTER

Vice Chairman

DETROIT, MI 48265-3000

## **Signatures**

MC 482 C39 B40

/s/ Martin I. Darvick, Attorney-in-Fact for Mr. Lutz

03/06/2008

\*\*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).
- Employee stock option granted pursuant to Rule 16b-3 qualified General Motors Stock Incentive Plan. Stock options vest and become (1) 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.
  - Restricted Stock Units are granted under the Rule 16b-3 qualified General Motors Stock Incentive Plan. The RSUs are denominated in stock and are to be delivered in stock in three annual installments commencing, respectively, three, four and five years from the date of
- (2) the initial grant. Each Restricted Stock Unit is the economic equivalent of one share of General Motors common stock. Dividend equivalents are earned on each undelivered Restricted Stock Unit. Date shown in column 6 is the date the first installment is payable. The price of zero is notional and only used for purposes of facilitating the electronic filing of this Form.
- (3) 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.
- 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 as of 12/31/07. The price of zero is notional and only used for purposes of facilitating the electronic filing of this Form.
- The Deferred Stock Units were accrued under the Rule 16b-3 qualified General Motors Deferred Compensation Plan. Each Deferred

  Stock Unit is the economic equivalent of one share of General Motors common stock. Dividend equivalents are earned on each Deferred Stock Unit. Units held as of 12/31/07. The Deferred Stock Units convert on a "1 for 1" basis. The price of zero is notional and only used for purposes of facilitating the electronic filing of this Form.
- (6) Restricted Stock Units are granted under the Rule 16b-3 qualified General Motors Stock Incentive Plan. The RSUs are denominated in stock and are to be delivered in stock in five annual installments commencing, respectively, one, two, three, four and five years from the date of the initial grant. Each Restricted Stock Unit is the economic equivalent of one share of General Motors common stock. Dividend equivalents are earned on each undelivered Restricted Stock Unit. Date shown in column 6 is the date the first installment is payable. The

Reporting Owners 4

price of zero is notional and only used for purposes of facilitating the electronic filing of this Form.

The Restricted Stock Units were accrued under the Rule 16b-3 qualified General Motors Stock Incentive Plan. Each Restricted Stock Unit is the economic equivalent of one share of General Motors common stock. Dividend equivalents are earned on each Restricted Stock Unit. Units held as of 12/31/07. The Restricted Stock Units convert on a "1 for 1" basis. The price of zero is notional and only used for purpose of facilitating the electronic filing of this Form. The Restricted Stock Units will be paid in stock at retirement.

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.