

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
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CLARKE TROY A

(Last) (First) (Middle)

**C/O GENERAL MOTORS, 30009
VAN DYKE, M/C 480-206-141**

(Street)

WARREN, MI 48090

(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
____X____ Officer (give title ____ Other (specify
below) below)

Group 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 Indirect Beneficial Ownership (Instr. 4)
General Motors Common Stock, \$1-2/3 Par Value	03/20/2008		M	15,000 A	\$ 0 ⁽¹⁾ 29,204	D	
General Motors Common Stock, \$1-2/3 Par Value	03/20/2008		D	15,000 D	\$ 19.15 14,204	D	

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

2,055 I Trust ⁽²⁾

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

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SEC 1474
(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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title
GM Stock \$1-2/3 Par Value Restricted Stock Units ⁽¹⁾	\$ 0	03/20/2008		M	15,000	03/20/2008 ⁽¹⁾ ⁽¹⁾	General Motors Common Stock, \$1-2/3 Par Value
GM Phantom Stock Units \$1-2/3 Par Value Common Stock ⁽³⁾	\$ 0					⁽³⁾ ⁽³⁾	General Motors Common Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value Deferred Stock Units ⁽⁴⁾	\$ 0					⁽⁴⁾ ⁽⁴⁾	General Motors Common Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value Option (Right to	\$ 71.53					01/11/2000 ⁽⁵⁾ 01/12/2009	General Motors Common Stock,

Buy) <u>(5)</u>					\$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(5)</u>	\$ 75.5	01/10/2001 <u>(5)</u>	01/11/2010	General Motors Common Stock, \$1-2/3 Par Value	1	
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(5)</u>	\$ 52.35	01/08/2002 <u>(5)</u>	01/09/2011	General Motors Common Stock, \$1-2/3 Par Value	1	
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(5)</u>	\$ 50.46	01/07/2003 <u>(5)</u>	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	2	
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(5)</u>	\$ 50.82	02/04/2003 <u>(5)</u>	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	1	
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(5)</u>	\$ 40.05	01/21/2004 <u>(5)</u>	01/22/2013	General Motors Common Stock, \$1-2/3 Par Value	3	
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(5)</u>	\$ 53.92	01/23/2005 <u>(5)</u>	01/24/2014	General Motors Common Stock, \$1-2/3 Par Value	2	
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(5)</u>	\$ 36.37	01/24/2006 <u>(5)</u>	01/25/2015	General Motors Common Stock, \$1-2/3 Par Value	2	
GM Stock 1-2/3 Par Value Stock	\$ 20.9	02/23/2007 <u>(6)</u>	02/24/2016	General Motors Common	3	

Appreciation Rights ⁽⁶⁾						Stock, \$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁵⁾	\$ 29.11		03/20/2008 ⁽⁵⁾	03/21/2017		General Motors Common Stock, \$1-2/3 Par Value	50
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁵⁾	\$ 23.13		03/05/2009 ⁽⁵⁾	03/06/2018		General Motors Common Stock, \$1-2/3 Par Value	70
GM Stock \$1-2/3 Par Value Restricted Stock Units ⁽¹⁾	\$ 0		03/05/2009 ⁽¹⁾	⁽¹⁾		General Motors Common Stock, \$1-2/3 Par Value	20

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARKE TROY A C/O GENERAL MOTORS 30009 VAN DYKE, M/C 480-206-141 WARREN, MI 48090			Group Vice President	

Signatures

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

****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).
- (1) Restricted Stock Units ("RSU") granted pursuant to Rule 16b-3 qualified General Motors Cash Based Restricted Stock Unit Plan. Each Restricted Stock Unit is the economic equivalent of one share of General Motors common stock. The RSUs are denominated in stock 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.
- (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)

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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.

- (4) The Deferred Stock Units were accrued under the Rule 16b-3 qualified General Motors Deferred Compensation Plan. 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.

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

- (6) Employee Stock Appreciation Rights granted pursuant to Rule 16b-3 qualified General Motors Global Incentive Plan. Stock Appreciation Rights vest and 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.

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