

GENERAL MOTORS CORP

Form 4

March 22, 2007

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

OMB
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(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)

02/23/2007

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 ____ 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			Code	V Amount (D) Price	16,137	D	

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

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SEC 1474
(9-02)

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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 Underlying Securities (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) ⁽¹⁾	\$ 29.11	03/20/2007		A		40,000		03/20/2008 ⁽¹⁾	03/21/2017	General Motors Common Stock, \$1-2/3 Par Value	4
GM Stock \$1-2/3 Par Value Restricted Stock Units ⁽²⁾	\$ 0	03/20/2007		A		40,000		03/20/2008 ⁽²⁾	⁽²⁾	General Motors Common Stock, \$1-2/3 Par Value	4
GM Stock \$1-2/3 Par Value Restricted Stock Units ⁽²⁾	\$ 0	02/23/2007		M		3,167		02/23/2007 ⁽²⁾	⁽²⁾	General Motors Common Stock, \$1-2/3 Par Value	3
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽¹⁾	\$ 46.59							01/12/1999 ⁽¹⁾	01/13/2008	General Motors Common Stock, \$1-2/3 Par Value	1
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽¹⁾	\$ 71.53							01/11/2000 ⁽¹⁾	01/12/2009	General Motors Common Stock, \$1-2/3 Par Value	2
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽¹⁾	\$ 75.5							01/10/2001 ⁽¹⁾	01/11/2010	General Motors Common Stock, \$1-2/3 Par Value	1

GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽¹⁾	\$ 52.35	01/08/2002 ⁽¹⁾	01/09/2011	General Motors Common Stock, \$1-2/3 Par Value	1
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	2
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	1
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	2
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	2
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	2
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	1

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

Reilly David Nicholas
300 RENAISSANCE CENTER
M/C: 482-C32-C66
DETROIT, MI 48265-3000

Group Vice President

Signatures

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

03/22/2007

__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 ("RSU") granted pursuant to Rule 16b-3 qualified General Motors 2006 Cash Based Restricted Stock Unit Plan.
(2) The RSUs are denominated in stock units but are to be paid in cash in three annual installments commencing, respectively, one, two and three years from the date of initial grant. Date shown is the date the first installment is/was exercisable. The price of zero is fictional and only used for purposes of facilitating the electronic filing of this Form.

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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