

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 *
HENDERSON FREDERICK A

(Last) (First) (Middle)

300 RENAISSANCE CENTER, MC
 482 C32 B24

(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
 Officer (give title below) ___ Other (specify below)
 Vice Chairman & CFO

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| General Motors Common Stock, \$1-2/3 Par Value | | | | (A) or (D) | 8,529 | D | |
| General Motors Common Stock, \$1-2/3 Par Value | | | | (A) or (D) | 6,068 | I | Trust ⁽³⁾ |

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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) ⁽¹⁾ | \$ 29.11 | 03/20/2007 | | A | 250,000 | 03/20/2008 ⁽¹⁾ 03/21/2017 | General Motors Common Stock, \$1-2/3 Par Value 250,000 |
| GM Stock \$1-2/3 Par Value Restricted Stock Units ⁽²⁾ | \$ 0 | 03/20/2007 | | A | 60,000 | 03/20/2008 ⁽²⁾ ⁽²⁾ | General Motors Common Stock, \$1-2/3 Par Value 60,000 |
| GM Phantom Stock Units \$1-2/3 Par Value Common Stock ⁽⁴⁾ | \$ 0 | | | | | ⁽⁴⁾ ⁽⁴⁾ | General Motors Common Stock, \$1-2/3 Par Value 2,000,000 |
| GM Stock \$1-2/3 Par Value Deferred Stock Units ⁽⁵⁾ | \$ 0 | | | | | ⁽⁵⁾ ⁽⁵⁾ | General Motors Common Stock, \$1-2/3 Par Value 45,000,000 |
| GM Stock \$1-2/3 Par Value Option | \$ 46.59 | | | | | 01/12/1999 ⁽¹⁾ 01/13/2008 | General Motors Common Stock, 18,000,000 |

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| | | | | | |
|---|----------|---------------------------|------------|--|----|
| (Right to Buy) <u>(1)</u> | | | | \$1-2/3 Par Value | |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u> | \$ 71.53 | 01/11/2000 ⁽¹⁾ | 01/12/2009 | General Motors Common Stock, \$1-2/3 Par Value | 20 |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u> | \$ 75.5 | 01/10/2001 ⁽¹⁾ | 01/11/2010 | General Motors Common Stock, \$1-2/3 Par Value | 30 |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u> | \$ 52.35 | 01/08/2002 ⁽¹⁾ | 01/09/2011 | General Motors Common Stock, \$1-2/3 Par Value | 45 |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u> | \$ 50.46 | 01/07/2003 ⁽¹⁾ | 01/08/2012 | General Motors Common Stock, \$1-2/3 Par Value | 55 |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u> | \$ 50.82 | 02/04/2003 ⁽¹⁾ | 02/05/2012 | General Motors Common Stock, \$1-2/3 Par Value | 35 |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u> | \$ 40.05 | 01/21/2004 ⁽¹⁾ | 01/22/2013 | General Motors Common Stock, \$1-2/3 Par Value | 55 |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u> | \$ 53.92 | 01/23/2005 ⁽¹⁾ | 01/24/2014 | General Motors Common Stock, \$1-2/3 Par Value | 50 |
| GM Stock \$1-2/3 Par Value | \$ 36.37 | 01/24/2006 ⁽¹⁾ | 01/25/2015 | General Motors Common | 50 |

