#### Edgar Filing: GENERAL MOTORS CORP - Form 4

GENERAL MOTORS CORP Form 4 March 22, 2007 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	OMB APPROVAL OMB 3235-0287 Number: January 31, 2005 Estimated average burden hours per response 0.5				
(Print or Type Responses)					
1. Name and Address of Reporting Person <u>*</u> CLARKE TROY A	2. Issuer Name <b>and</b> Ticker or Trading Symbol GENERAL MOTORS CORP [GM]	5. Relationship of F Issuer	Reporting Person(s) to		
(Last) (First) (Middle) C/O GENERAL MOTORS, 30009 VAN DYKE, M/C 480-206-141	3. Date of Earliest Transaction (Month/Day/Year) 03/20/2007	(Check all applicable) Director 10% Owner Officer (give title 0ther (specify below) Group Vice President			
(Street) WARREN, MI 48090	4. If Amendment, Date Original Filed(Month/Day/Year)	<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> <li>Person</li> </ul>			
(City) (State) (Zip)	Table I - Non-Derivative Securities Ac		or Beneficially Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. D Execu any (Month/Day/Year)	eemed 3. 4. Securities tion Date, if TransactionAcquired (A) or Code Disposed of (D) h/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or	5. Amount of 6. Securities F Beneficially (I Owned Ir	6. Ownership 7. Nature of Form: Direct Indirect D) or Beneficial ndirect (I) Ownership Instr. 4) (Instr. 4)		
General Motors Common Stock, \$1-2/3 Par Value	Code V Amount (D) Price	(insur 5 and 1) 14,204 E	)		
General Motors Common Stock, \$1-2/3 Par Value		1,980 I	Trust <u>(3)</u>		

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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.

# 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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 29.11	03/20/2007		Α	50,000	03/20/2008 <u>(1)</u>	03/21/2017	General Motors Common Stock, \$1-2/3 Par Value	50,0
GM Stock \$1-2/3 Par Value Restricted Stock Units (2)	\$ 0	03/20/2007		А	45,000	03/20/2008 <u>(2)</u>	<u>(2)</u>	General Motors Common Stock, \$1-2/3 Par Value	45,0
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	2,08
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	3,02
GM Stock \$1-2/3 Par Value	\$ 46.59					01/12/1999 <u>(1)</u>	01/13/2008	General Motors Common	14,4

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Option (Right to Buy) (1)				Stock, \$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 71.53	01/11/2000 <u>(1)</u>	01/12/2009	General Motors Common Stock, \$1-2/3 Par Value	19,2
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 75.5	01/10/2001 <u>(1)</u>	01/11/2010	General Motors Common Stock, \$1-2/3 Par Value	17,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 52.35	01/08/2002 <u>(1)</u>	01/09/2011	General Motors Common Stock, \$1-2/3 Par Value	18,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 50.46	01/07/2003 <u>(1)</u>	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	20,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 50.82	02/04/2003 <u>(1)</u>	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	12,0
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	35,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 53.92	01/23/2005 <u>(1)</u>	01/24/2014	General Motors Common Stock, \$1-2/3 Par Value	28,0
GM Stock \$1-2/3 Par	\$ 36.37	01/24/2006(1)	01/25/2015	General Motors	28,0

Value Common Option Stock, (Right to \$1-2/3 Buy) (1)Par Value GM Stock General Motors \$1-2/3 Par Value Common 02/23/2007(1) 02/24/2016 \$20.9 36.0 Option Stock, (Right to \$1-2/3 Buy) (1) Par Value

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
Treforming of the composition of the	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 fo Clarke	r Mr.	03/2	22/2007		
<u>**</u> Signature of Reporting Person			Date		
Explanation of Posponoos					

### 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. The RSUs are denominated in stock units but are to be paid in cash in three annual installments commencing, respectively, one, two and

- (2) The Robs are denominated in stock units but are to be paid in cash in three annual instantients commencing, respectively, one, two and three years from the date of initial grant. Date shown in column 6 is the date the first installment is/was 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 12/31/06. State Street Bank & Trust Co., Trustee.
   (3) Shares owned pursuant to Rule 16b-3 exempt employee savings plan.

(4) 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. 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 12/31/06. 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. Dividend
(5) equivalents are earned on each Deferred Stock Unit. Units held as of 12/31/06. 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.

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.