Forster Carl-Peter Form 4 March 22, 2007

## FORM 4

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

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

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

may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

1(b).

(Print or Type Responses)

300 RENAISSANCE

1. Name and Address of Reporting Person \* Forster Carl-Peter

Symbol GENERAL MOTORS CORP [GM] 5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

03/20/2007

Director 10% Owner

(Check all applicable)

X\_ Officer (give title below)

Other (specify below)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Group Vice President

CENTER, M/C: 482-C32-C66 (Street)

(State)

4. If Amendment, Date Original Filed(Month/Day/Year)

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

DETROIT, MI 48265-3000

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

General Motors

(City)

Common

Value

Stock, \$1-2/3 Par 5,389 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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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Amount Underlying Securition (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		A	40,000	03/20/2008(1)	03/21/2017	General Motors Common Stock, \$1-2/3 Par Value	40,0
GM Stock \$1-2/3 Par Value Restricted Stock Units (2)	\$ 0	03/20/2007		A	40,000	03/20/2008(2)	<u>(2)</u>	General Motors Common Stock, \$1-2/3 Par Value	40,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 52.29					04/02/2002(1)	04/03/2011	General Motors Common Stock, \$1-2/3 Par Value	35,0
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	35,0
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	17,5
GM Stock \$1-2/3 Par Value Option (Right to	\$ 40.05					01/21/2004(1)	01/22/2013	General Motors Common Stock, \$1-2/3	35,0

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Buy) (1)				Par Value	
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	28,0
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	28,0
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	30,0

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Forster Carl-Peter

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.

Forster

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.

  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 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.

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.

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