

Young Ray G
Form 3
November 01, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Young Ray G | | (Month/Day/Year) | GENERAL MOTORS CORP [GM] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 11/01/2007 | | |
| 300 RENAISSANCE CENTER | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | (Street) | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| DETROIT,Â MIÂ 48265-3000 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | Group Vice President | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|---|
| General Motors Common Stock, \$1-2/3 Par Value | 11,579 | D | Â |
| General Motors Common Stock, \$1-2/3 Par Value | 984 | I | Trust ⁽¹⁾ |

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

SEC 1473 (7-02)

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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---|---------------------------|-----------------|--|----------------------------|------------------------------|--|------------|
| GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾ | 01/12/1999 ⁽²⁾ | 01/13/2008 | General Motors Common Stock, \$1-2/3 Par Value | 4,447 | \$ 46.59 | D | Â |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾ | 01/11/2000 ⁽²⁾ | 01/12/2009 | General Motors Common Stock, \$1-2/3 Par Value | 5,649 | \$ 71.53 | D | Â |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾ | 01/10/2001 ⁽²⁾ | 01/22/2010 | General Motors Common Stock, \$1-2/3 Par Value | 6,000 | \$ 75.5 | D | Â |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾ | 01/08/2002 ⁽²⁾ | 01/09/2011 | General Motors Common Stock, \$1-2/3 Par Value | 7,500 | \$ 52.35 | D | Â |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾ | 01/07/2003 ⁽²⁾ | 01/08/2012 | General Motors Common Stock, \$1-2/3 Par Value | 14,000 | \$ 50.46 | D | Â |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾ | 02/04/2003 ⁽²⁾ | 02/05/2012 | General Motors Common Stock, \$1-2/3 Par Value | 7,000 | \$ 50.82 | D | Â |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾ | 01/21/2004 ⁽²⁾ | 01/22/2013 | General Motors Common Stock, \$1-2/3 Par Value | 16,000 | \$ 40.05 | D | Â |

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| | | | | | | | |
|--|---------------------------|------------------|--|--------|----------|---|---|
| GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾ | 01/23/2005 ⁽²⁾ | 01/24/2014 | General Motors Common Stock, \$1-2/3 Par Value | 12,800 | \$ 53.92 | D | Â |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾ | 01/24/2006 ⁽²⁾ | 01/25/2015 | General Motors Common Stock, \$1-2/3 Par Value | 12,800 | \$ 36.37 | D | Â |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾ | 02/23/2007 ⁽²⁾ | 02/24/2016 | General Motors Common Stock, \$1-2/3 Par Value | 10,000 | \$ 20.9 | D | Â |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾ | 03/20/2008 ⁽²⁾ | 03/21/2017 | General Motors Common Stock, \$1-2/3 Par Value | 15,000 | \$ 29.11 | D | Â |
| GM Phantom Stock Units \$1-2/3 Par Value Common Stock ⁽³⁾ | Â ⁽³⁾ | Â ⁽³⁾ | General Motors Common Stock, \$1-2/3 Par Value | 1,697 | \$ 0 | D | Â |
| GM Stock \$1-2/3 Par Value Restricted Stock Units ⁽⁴⁾ | 02/23/2007 ⁽⁴⁾ | Â ⁽⁴⁾ | General Motors Common Stock, \$1-2/3 Par Value | 6,333 | \$ 0 | D | Â |
| GM Stock \$1-2/3 Par Value Restricted Stock Units ⁽⁴⁾ | 03/20/2008 ⁽⁴⁾ | Â ⁽⁴⁾ | General Motors Common Stock, \$1-2/3 Par Value | 10,954 | \$ 0 | D | Â |

Reporting Owners

Reporting Owner Name / Address

Relationships

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| | Director | 10% Owner | Officer | Other |
|---|----------|-----------|---------------------------------|-------|
| Young Ray G 300 RENAISSANCE CENTER DETROIT, MI 48265-3000 | X | X | X Group Vice President | X |

Signatures

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

11/01/2007

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares held in trust under General Motors Savings Stock Purchase Program as of 10/31/07. State Street Bank & Trust Co., Trustee. Shares owned pursuant to Rule 16b-3 exempt employee savings plan.

Employee stock option granted pursuant to Rule 16b-3 qualified General Motors Stock Incentive Plan. Stock options vest and become
- (2) 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.

The Phantom Stock Units are held under Section 16b-3(c) exempt Rule 16b-3(b)(2) eligible excess benefit plan operated in
- (3) 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 10/31/07. The price of zero is notional and only used for purposes of facilitating the electronic filing of this Form.

Restricted Stock Units (RSU) granted pursuant to Rule 16b-3 qualified General Motors 2006 Cash Based Restricted Stock Unit Plan.
- (4) 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.