

GENERAL MOTORS CORP  
Form 4  
March 06, 2008

**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 \*  
WAGONER G RICHARD JR

(Last) (First) (Middle)

300 RENAISSANCE CENTER, MC  
482C39 B50

(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)

03/05/2008

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)  
Chairman & CEO

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 Ownership (Instr. 4) |   |  |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|--|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |   |  |
| General Motors Common Stock, \$1-2/3 Par Value | 03/05/2008                           |  | G                              | V   | 27,083<br>(2)   | A  | \$ 0 27,083                       | I | By Trusts for Children and Wife as Trustee |
| General Motors Common Stock, \$1-2/3 Par Value | 03/05/2008                           |  | G                              | V   | 27,083<br>(2)   | D  | \$ 0 0                            | I | By GRAT                                    |

General  
Motors  
Common  
Stock,  
\$1-2/3 Par  
Value

148,852 D

General  
Motors  
Common  
Stock,  
\$1-2/3 Par  
Value

19,983 I Trust <sup>(5)</sup>

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.**

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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   |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(1)</sup> | \$ 23.13   | 03/05/2008                           |  | A                              | 500,000   | 03/05/2009 <sup>(1)</sup> 03/06/2018                     | General Motors Common Stock, \$1-2/3 Par Value              |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(3)</sup> | \$ 23.13   | 03/05/2008                           |  | A                              | 500,000   | <sup>(3)</sup> 03/06/2015                                | General Motors Common Stock, \$1-2/3 Par Value              |
| GM Stock \$1-2/3 Par Value Restricted Stock Units               | \$ 0   | 03/05/2008                           |  | A                              | 75,000  | 03/05/2011 <sup>(4)</sup> <sup>(4)</sup>                 | General Motors Common Stock, \$1-2/3                        |

| (4)   |          |                       |                       | Par Value   |
|---|----------|-----------------------|-----------------------|---|
| GM Phantom<br>Stock Units<br>\$1-2/3 Par<br>Value<br>Common<br>Stock <u>(6)</u> | \$ 0     |                       | <u>(6)</u> <u>(6)</u> | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value |
| Performance<br>Shares-GM<br>Common<br>Stock \$1-2/3<br>Par Value <u>(7)</u>     | \$ 0     |                       | <u>(7)</u> <u>(7)</u> | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value |
| GM Stock<br>\$1-2/3 Par<br>Value Option<br>(Right to<br>Buy) <u>(1)</u>         | \$ 71.53 | 01/11/2000 <u>(1)</u> | 01/12/2009            | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value |
| GM Stock<br>\$1-2/3 Par<br>Value Option<br>(Right to<br>Buy) <u>(1)</u>         | \$ 75.5  | 01/10/2001 <u>(1)</u> | 01/11/2010            | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value |
| GM Stock<br>\$1-2/3 Par<br>Value Option<br>(Right to<br>Buy) <u>(1)</u>         | \$ 70.1  | 06/01/2001 <u>(1)</u> | 06/02/2010            | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value |
| GM Stock<br>\$1-2/3 Par<br>Value Option<br>(Right to<br>Buy) <u>(1)</u>         | \$ 52.35 | 01/08/2002 <u>(1)</u> | 01/09/2011            | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value |
| GM Stock<br>\$1-2/3 Par<br>Value Option<br>(Right to<br>Buy) <u>(1)</u>         | \$ 50.46 | 01/07/2003 <u>(1)</u> | 01/08/2012            | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value |
| GM Stock<br>\$1-2/3 Par<br>Value Option<br>(Right to                            | \$ 50.82 | 02/04/2003 <u>(1)</u> | 02/05/2012            | General<br>Motors<br>Common<br>Stock,                         |

|   |          |                           |            |   |
|---|----------|---------------------------|------------|---|
| Buy) <u>(1)</u>   |          |                           |            | \$1-2/3<br>Par Value  |
| GM Stock<br>\$1-2/3 Par<br>Value Option<br>(Right to<br>Buy) <u>(1)</u>     | \$ 40.05 | 01/21/2004 <sup>(1)</sup> | 01/22/2013 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value |
| GM Stock<br>\$1-2/3 Par<br>Value Option<br>(Right to<br>Buy) <u>(1)</u>     | \$ 53.92 | 01/23/2005 <sup>(1)</sup> | 01/24/2014 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value |
| GM Stock<br>\$1-2/3 Par<br>Value Option<br>(Right to<br>Buy) <u>(1)</u>     | \$ 36.37 | 01/24/2006 <sup>(1)</sup> | 01/25/2015 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value |
| GM Stock<br>\$1-2/3 Par<br>Value Option<br>(Right to<br>Buy) <u>(1)</u>     | \$ 20.9  | 02/23/2007 <sup>(1)</sup> | 02/24/2016 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value |
| GM Stock<br>\$1-2/3 Par<br>Value Option<br>(Right to<br>Buy) <u>(1)</u>     | \$ 29.11 | 03/20/2008 <sup>(1)</sup> | 03/21/2017 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Restricted<br>Stock Units<br><u>(8)</u> | \$ 0     | 03/20/2008 <sup>(8)</sup> | <u>(8)</u> | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Restricted<br>Stock Units<br><u>(9)</u> | \$ 0     | <u>(9)</u>                | <u>(9)</u> | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value |



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Restricted Stock Units are granted under the Rule 16b-3 qualified General Motors Stock Incentive Plan. The RSUs are denominated in stock and are to be delivered in stock in five annual installments commencing, respectively, one, two, three, four and five years from the date of the initial grant. Each Restricted Stock Unit is the economic equivalent of one share of General Motors common stock. Dividend equivalents are earned on each undelivered Restricted Stock Unit. Date shown in column 6 is the date the first installment is payable. The price of zero is notional and only used for purposes of facilitating the electronic filing of this Form.

- (9) The Restricted Stock Units were accrued under the Rule 16b-3 qualified General Motors Stock Incentive Plan. Each Restricted Stock Unit is the economic equivalent of one share of General Motors common stock. Dividend equivalents are earned on each Restricted Stock Unit. Units held as of 12/31/2007. The Restricted 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. The Restricted Stock Units will be paid in stock at retirement.

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.