

GOTTSCHALK THOMAS A
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 *
GOTTSCHALK THOMAS A

2. Issuer Name and Ticker or Trading Symbol
GENERAL MOTORS CORP [GM]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
300 RENAISSANCE CENTER, MC
482 C25 D81

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/20/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

DETROIT, MI 48265-3000

(City) (State) (Zip)

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

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)
General Motors Common Stock, \$1-2/3 Par Value				(A) or (D)	63,000	D	
General Motors Common Stock, \$1-2/3 Par Value				(A) or (D)	4,776	I	Trust ⁽²⁾

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
GM Stock \$1-2/3 Par Value Restricted Stock Units ⁽¹⁾	\$ 0	03/20/2007		A	27,000	03/20/2008 ⁽¹⁾ ⁽¹⁾	General Motors Common Stock, \$1-2/3 Par Value 27,000
GM Phantom Stock Units \$1-2/3 Par Value Common Stock ⁽³⁾	\$ 0					⁽³⁾ ⁽³⁾	General Motors Common Stock, \$1-2/3 Par Value 7,490
GM Stock \$1-2/3 Par Value Restricted Stock Units ⁽⁴⁾	\$ 0					⁽⁴⁾ ⁽⁴⁾	General Motors Common Stock, \$1-2/3 Par Value 40,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁵⁾	\$ 46.59					01/12/1999 ⁽⁵⁾ 01/13/2008	General Motors Common Stock, \$1-2/3 Par Value 64,600
GM Stock \$1-2/3 Par Value	\$ 71.53					01/11/2000 ⁽⁵⁾ 01/12/2009	General Motors Common 71,600

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Option (Right to Buy) ⁽⁵⁾				Stock, \$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁵⁾	\$ 75.5	01/10/2001 ⁽⁵⁾	01/11/2010	General Motors Common Stock, \$1-2/3 Par Value	65,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁵⁾	\$ 52.35	01/08/2002 ⁽⁵⁾	01/09/2011	General Motors Common Stock, \$1-2/3 Par Value	70,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁵⁾	\$ 50.46	01/07/2003 ⁽⁵⁾	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	90,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁵⁾	\$ 50.82	02/04/2003 ⁽⁵⁾	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	50,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁵⁾	\$ 40.05	01/21/2004 ⁽⁵⁾	01/22/2013	General Motors Common Stock, \$1-2/3 Par Value	90,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁵⁾	\$ 53.92	01/23/2005 ⁽⁵⁾	01/24/2014	General Motors Common Stock, \$1-2/3 Par Value	72,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁵⁾	\$ 36.37	01/24/2006 ⁽⁵⁾	01/25/2015	General Motors Common Stock, \$1-2/3 Par Value	72,0
GM Stock \$1-2/3 Par	\$ 20.9	02/23/2007 ⁽⁵⁾	02/24/2016	General Motors	72,0

Value
Option
(Right to
Buy) ⁽⁵⁾

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOTTSCHALK THOMAS A 300 RENAISSANCE CENTER MC 482 C25 D81 DETROIT, MI 48265-3000			Executive Vice President	

Signatures

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

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).

- Restricted Stock Units ("RSU") granted pursuant to Rule 16b-3 qualified General Motors 2006 Cash Based Restricted Stock Unit Plan.
- (1) 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.
 - (2) Shares held in trust under General Motors Savings Stock Purchase Program as of 12/31/06. State Street Bank & Trust Co., Trustee. Shares owned pursuant to Rule 16b-3 exempt employee savings plan.
 - (3) 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.
 - (4) The Restricted Stock Units were accrued under the Rule 16b-3 qualified General Motors Stock Incentive Plan. Dividend equivalents are earned on each Restricted Stock Unit. Units held as of 12/31/2006. The Restricted Stock Units convert on a "1 for 1" basis. The price of zero is notional and only used for purpose of facilitating the electronic filing of this Form.
 - (5) Employee stock option granted pursuant to Rule 16b-3 qualified General Motors Stock Incentive Plan. Stock options vest and become exercisable in three equal annual installments, commencing, respectively, one, two and three years from the date of initial grant. Date shown in column 5 is the date the first installment becomes/became exercisable.

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.