

GENERAL MOTORS CORP  
Form 4  
February 27, 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 \*  
Reilly David Nicholas

(Last) (First) (Middle)

300 RENAISSANCE  
CENTER, M/C: 482-C32-C66

(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)

02/25/2008

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)

Group Vice President

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	02/25/2008		M		3,167	A	19,304
General Motors Common Stock, \$1-2/3 Par Value	02/25/2008		D		3,167	D	\$ 23.73

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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)	Amount or Number of Shares
GM Stock \$1-2/3 Par Value Restricted Stock Units <sup>(1)</sup>	\$ 0	02/25/2008		M	3,167	02/23/2007 <sup>(1)</sup> <sup>(1)</sup>	General Motors Common Stock, \$1-2/3 Par Value	3,167
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(2)</sup>	\$ 71.53					01/11/2000 <sup>(2)</sup> 01/12/2009	General Motors Common Stock, \$1-2/3 Par Value	20,43
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(2)</sup>	\$ 75.5					01/10/2001 <sup>(2)</sup> 01/11/2010	General Motors Common Stock, \$1-2/3 Par Value	17,00
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(2)</sup>	\$ 52.35					01/08/2002 <sup>(2)</sup> 01/09/2011	General Motors Common Stock, \$1-2/3 Par Value	19,00
GM Stock \$1-2/3 Par Value Option	\$ 50.46					01/07/2003 <sup>(2)</sup> 01/08/2012	General Motors Common Stock,	25,00

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(Right to Buy) <sup>(2)</sup>				\$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(2)</sup>	\$ 50.82	02/04/2003 <sup>(2)</sup>	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	15,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(2)</sup>	\$ 40.05	01/21/2004 <sup>(2)</sup>	01/22/2013	General Motors Common Stock, \$1-2/3 Par Value	25,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(2)</sup>	\$ 53.92	01/23/2005 <sup>(2)</sup>	01/24/2014	General Motors Common Stock, \$1-2/3 Par Value	20,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(2)</sup>	\$ 36.37	01/24/2006 <sup>(2)</sup>	01/25/2015	General Motors Common Stock, \$1-2/3 Par Value	20,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(2)</sup>	\$ 20.9	02/23/2007 <sup>(2)</sup>	02/24/2016	General Motors Common Stock, \$1-2/3 Par Value	15,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(2)</sup>	\$ 29.11	03/20/2008 <sup>(2)</sup>	03/21/2017	General Motors Common Stock, \$1-2/3 Par Value	40,000
GM Stock \$1-2/3 Par Value Restricted Stock Units <sup>(1)</sup>	\$ 0	03/20/2008 <sup>(1)</sup>	<sup>(1)</sup>	General Motors Common Stock, \$1-2/3 Par Value	40,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reilly David Nicholas 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. Reilly	02/27/2008
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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 Cash Based Restricted Stock Unit Plan. Each Restricted Stock Unit is the economic equivalent of one share of General Motors common stock. The RSUs are denominated in stock units but are paid in cash in three annual installments commencing, respectively, one, two and three years from the date of initial grant. Date shown in Table II is the date the first installment is/was payable. The price of zero in Table II is notional and only used for purposes of facilitating the electronic filing of this Form.

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 6 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.