

CLARKE TROY A
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 *
CLARKE TROY A

(Last) (First) (Middle)

C/O GENERAL MOTORS, 30009
VAN DYKE, M/C 480-206-141

(Street)

WARREN, MI 48090

(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)

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)
				(A) or (D)	Amount		
			Code	V	Amount	(D)	Price
General Motors Common Stock, \$1-2/3 Par Value					14,204	D	
General Motors Common Stock, \$1-2/3 Par Value					2,055	I	Trust ⁽³⁾

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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 Security (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 Option (Right to Buy) ⁽¹⁾	\$ 23.13	03/05/2008		A	70,000	03/05/2009 ⁽¹⁾ 03/06/2018	General Motors Common Stock, \$1-2/3 Par Value 70,000
GM Stock \$1-2/3 Par Value Restricted Stock Units ⁽²⁾	\$ 0	03/05/2008		A	29,434	03/05/2009 ⁽²⁾ ⁽²⁾	General Motors Common Stock, \$1-2/3 Par Value 29,434
GM Phantom Stock Units \$1-2/3 Par Value Common Stock ⁽⁴⁾	\$ 0					⁽⁴⁾ ⁽⁴⁾	General Motors Common Stock, \$1-2/3 Par Value 2,150
GM Stock \$1-2/3 Par Value Deferred Stock Units ⁽⁵⁾	\$ 0					⁽⁵⁾ ⁽⁵⁾	General Motors Common Stock, \$1-2/3 Par Value 3,125
GM Stock \$1-2/3 Par Value	\$ 71.53					01/11/2000 ⁽¹⁾ 01/12/2009	General Motors Common 19,200

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Option (Right to Buy) <u>(1)</u>				Stock, \$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 75.5	01/10/2001 <u>(1)</u>	01/11/2010	General Motors Common Stock, \$1-2/3 Par Value	17,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 52.35	01/08/2002 <u>(1)</u>	01/09/2011	General Motors Common Stock, \$1-2/3 Par Value	18,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 50.46	01/07/2003 <u>(1)</u>	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	20,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 50.82	02/04/2003 <u>(1)</u>	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	12,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 40.05	01/21/2004 <u>(1)</u>	01/22/2013	General Motors Common Stock, \$1-2/3 Par Value	35,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 53.92	01/23/2005 <u>(1)</u>	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) <u>(1)</u>	\$ 36.37	01/24/2006 <u>(1)</u>	01/25/2015	General Motors Common Stock, \$1-2/3 Par Value	28,0
GM Stock \$1-2/3 Par	\$ 20.9	02/23/2007 <u>(1)</u>	02/24/2016	General Motors	36,0

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The Deferred Stock Units were accrued under the Rule 16b-3 qualified General Motors Deferred Compensation Plan. Dividend (5) equivalents are earned on each Deferred Stock Unit. Units held as of 12/31/07. The Deferred 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.

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.