

GENERAL MOTORS CORP

Form 4

March 22, 2007

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BARCLAY KATHLEEN S

(Last) (First) (Middle)

300 RENAISSANCE CENTER, PO
BOX 300 MC 482 C32 D82

(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)

03/20/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

GM Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ 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 Indirect Beneficial Ownership (Instr. 4)
General Motors Common Stock, \$1-2/3 Par Value				(A) or (D)			
			Code	V	Amount	(D)	Price
General Motors Common Stock, \$1-2/3 Par Value					9,010	D	
General Motors Common Stock, \$1-2/3 Par Value					1,907	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 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 Option (Right to Buy) ⁽⁵⁾	\$ 29.11	03/20/2007		A	25,000	03/20/2008 ⁽⁵⁾ 03/21/2017	General Motors Common Stock, \$1-2/3 Par Value 25,000
GM Stock \$1-2/3 Par Value Restricted Stock Units ⁽¹⁾	\$ 0	03/20/2007		A	12,000	03/20/2008 ⁽¹⁾ ⁽¹⁾	General Motors Common Stock, \$1-2/3 Par Value 12,000
GM Phantom Stock Units \$1-2/3 Par Value Common Stock ⁽³⁾	\$ 0					⁽³⁾ ⁽³⁾	General Motors Common Stock, \$1-2/3 Par Value 2,260
GM Stock \$1-2/3 Par Value Deferred Stock Units ⁽⁴⁾	\$ 0					⁽⁴⁾ ⁽⁴⁾	General Motors Common Stock, \$1-2/3 Par Value 16,800
GM Stock \$1-2/3 Par Value	\$ 46.59					01/12/1999 ⁽⁵⁾ 01/13/2008	General Motors Common 6,010

Option (Right to Buy) ⁽⁵⁾					Stock, \$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁵⁾	\$ 71.53		01/11/2000 ⁽⁵⁾	01/12/2009	General Motors Common Stock, \$1-2/3 Par Value	16,8
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	16,0
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	20,0
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	22,0
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	15,0
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	22,0
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	17,6
GM Stock \$1-2/3 Par	\$ 36.37		01/24/2006 ⁽⁵⁾	01/25/2015	General Motors	17,6

Value
Option
(Right to
Buy) (5)

GM Stock
\$1-2/3 Par

Value Option (Right to Buy) ⁽⁵⁾	\$ 20.9
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Common
Stock,
\$1-2/3
Par Value

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

17.6

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

BARCLAY KATHLEEN S
300 RENAISSANCE CENTER
PO BOX 300 MC 482 C32 D82
DETROIT, MI 48265-3000

GM Vice President

Signatures

/s/ Martin I. Darvick, attorney-in-fact for Ms. Barclay

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 Deferred Stock Units were accrued under the Rule 16b-3 qualified General Motors Deferred Compensation Plan. Dividend equivalents are earned on each Deferred Stock Unit. Units held as of 12/31/06. 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.

- (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 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.

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