

GENERAL MOTORS CORP

Form 4

March 22, 2007

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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

(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)

03/20/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ 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 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 | | | | | 74,901 | D | |
| General Motors Common Stock, \$1-2/3 Par Value | | | | | 19,251 | I | Trust ⁽³⁾ |

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

101,034

I

By Grat

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 Underlying Securities (Instr. 3 and 4) | | | |
|---|--|---|---|--------------------------------------|---|--|-----|--|--------------------|---|--------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽¹⁾ | \$ 29.11 | 03/20/2007 | | A | | 500,000 | | 03/20/2008 ⁽¹⁾ | 03/21/2017 | General Motors Common Stock, \$1-2/3 Par Value | 5 |
| GM Stock \$1-2/3 Par Value Restricted Stock Units ⁽²⁾ | \$ 0 | 03/20/2007 | | A | | 95,000 | | 03/20/2008 ⁽²⁾ | ⁽²⁾ | General Motors Common Stock, \$1-2/3 Par Value | |
| GM Phantom Stock Units \$1-2/3 Par Value Common Stock ⁽⁴⁾ | \$ 0 | | | | | | | ⁽⁴⁾ | ⁽⁴⁾ | General Motors Common Stock, \$1-2/3 Par Value | |
| GM Stock \$1-2/3 Par Value Restricted Stock Units | \$ 0 | | | | | | | ⁽⁵⁾ | ⁽⁵⁾ | General Motors Common Stock, \$1-2/3 | 1 |

| <u>(5)</u> | | | | | | Par Value |
|---|----------|---------------------------|------------|------------|--|---|
| Performance Shares-GM Common Stock \$1-2/3 Par Value <u>(6)</u> | \$ 0 | | <u>(6)</u> | <u>(6)</u> | | General Motors Common Stock, \$1-2/3 Par Value |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u> | \$ 46.59 | 01/12/1999 ⁽¹⁾ | | 01/13/2008 | | General Motors Common Stock, \$1-2/3 Par Value |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u> | \$ 71.53 | 01/11/2000 ⁽¹⁾ | | 01/12/2009 | | General Motors Common 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 ⁽¹⁾ | | 01/11/2010 | | General Motors Common Stock, \$1-2/3 Par Value |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u> | \$ 70.1 | 06/01/2001 ⁽¹⁾ | | 06/02/2010 | | General Motors Common Stock, \$1-2/3 Par Value |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u> | \$ 52.35 | 01/08/2002 ⁽¹⁾ | | 01/09/2011 | | General Motors Common Stock, \$1-2/3 Par Value |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u> | \$ 50.46 | 01/07/2003 ⁽¹⁾ | | 01/08/2012 | | General Motors Common Stock, \$1-2/3 Par Value |
| GM Stock \$1-2/3 Par Value Option (Right to | \$ 50.82 | 02/04/2003 ⁽¹⁾ | | 02/05/2012 | | General Motors Common Stock, |

| | | | | | |
|--|--|---------------------------|------------|--|---|
| Buy) <u>(1)</u> | | | | | \$1-2/3 Par Value |
| GM Stock \$1-2/3 Par Value Option \$ 40.05 (Right to Buy) <u>(1)</u> | | 01/21/2004 ⁽¹⁾ | 01/22/2013 | | General Motors Common Stock, \$1-2/3 Par Value |
| GM Stock \$1-2/3 Par Value Option \$ 53.92 (Right to Buy) <u>(1)</u> | | 01/23/2005 ⁽¹⁾ | 01/24/2014 | | General Motors Common Stock, \$1-2/3 Par Value |
| GM Stock \$1-2/3 Par Value Option \$ 36.37 (Right to Buy) <u>(1)</u> | | 01/24/2006 ⁽¹⁾ | 01/25/2015 | | General Motors Common Stock, \$1-2/3 Par Value |
| GM Stock \$1-2/3 Par Value Option \$ 20.9 (Right to Buy) <u>(1)</u> | | 02/23/2007 ⁽¹⁾ | 02/24/2016 | | General Motors Common Stock, \$1-2/3 Par Value |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WAGONER G RICHARD JR 300 RENAISSANCE CENTER MC 482C39 B50 DETROIT, MI 48265-3000 | X | | Chairman & CEO | |

Signatures

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

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).
- (1) 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

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shown in column 6 is the date the first installment becomes/became exercisable.

- (2) 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. 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.
- (3) 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.
- (4) 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.
- (5) 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 purposes of facilitating the electronic filing of this Form.
- (6) Performance shares will be delivered in stock upon my retirement. Shares originally awarded under Rule 16b-3 qualified GM Performance Achievement Plan in the form of deferred stock units. Dividend equivalents are earned on each Performance Share. Performance Shares held as of 12/31/06. The Performance Shares 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.

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