### Edgar Filing: Cole Kenneth W - Form 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. STATEMENT O Filed pursuant to Section 17(a) of the	S SECURITIES AND EXCHANGE Washington, D.C. 20549 OF CHANGES IN BENEFICIAL OV SECURITIES Section 16(a) of the Securities Exchan Public Utility Holding Company Act of ) of the Investment Company Act of 19	VNERSHIP OF ge Act of 1934, of 1935 or Section	OMB Number: Expires: Estimated a burden hou response	irs per	
1. Name and Address of Reporting Person *         Cole Kenneth W         (Last)       (First)       (Middle)	<ol> <li>Issuer Name and Ticker or Trading Symbol</li> <li>GENERAL MOTORS CORP [GM]</li> <li>Date of Earliest Transaction</li> </ol>	5. Relationship of Issuer (Checl	Reporting Per k all applicable		
25 MASSACHUSETTS AVENUE N.W., SUITE 400	(Month/Day/Year) 03/05/2008	Director 10% Owner X_ Officer (give title Other (specify below) below) Vice President			
(Street) WASHINGTON, DC 20001	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M Person	One Reporting Po	erson	
(City) (State) (Zip)	Table I - Non-Derivative Securities Ad		, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. De Executi any (Month	emed 3. 4. Securities ion Date, if TransactionAcquired (A) or Code Disposed of (D) /Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	-	
General Motors Common Stock, \$1-2/3 Par Value	Code V Amount (D) Price	5,594	D		
General Motors Common Stock, \$1-2/3 Par Value		826	I	Trust (3)	

#### Edgar Filing: Cole Kenneth W - Form 4

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.

# 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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		nd 7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 23.13	03/05/2008		А	34,375	03/05/2009 <u>(1)</u>	03/06/2018	General Motors Common Stock, \$1-2/3 Par Value	34,3
GM Stock \$1-2/3 Par Value Restricted Stock Units (2)	\$ 0	03/05/2008		А	16,336	03/05/2009 <u>(2)</u>	<u>(2)</u>	General Motors Common Stock, \$1-2/3 Par Value	16,3
GM Phantom Stock Units \$1-2/3 Par Value Common Stock (4)	\$ 0					<u>(4)</u>	<u>(4)</u>	General Motors Common Stock, \$1-2/3 Par Value	1,00
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 63.76					08/06/2002 <u>(1)</u>	08/07/2011	General Motors Common Stock, \$1-2/3 Par Value	20,0
GM Stock \$1-2/3 Par Value	\$ 50.46					01/07/2003 <u>(1)</u>	01/08/2012	General Motors Common	20,0

Option (Right to Buy) (1)				Stock, \$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 50.82	02/04/2003 <u>(1)</u>	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	10,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 40.05	01/21/2004 <u>(1)</u>	01/22/2013	General Motors Common Stock, \$1-2/3 Par Value	20,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 53.92	01/23/2005 <u>(1)</u>	01/24/2014	General Motors Common Stock, \$1-2/3 Par Value	16,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 36.37	01/24/2006 <u>(1)</u>	01/25/2015	General Motors Common Stock, \$1-2/3 Par Value	16,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 20.9	02/23/2007 <u>(1)</u>	02/24/2016	General Motors Common Stock, \$1-2/3 Par Value	15,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 29.11	03/20/2008 <u>(1)</u>	03/21/2017	General Motors Common Stock, \$1-2/3 Par Value	20,0
GM Stock \$1-2/3 Par Value Restricted Stock Units (2)	\$ 0	02/23/2007 <u>(2)</u>	<u>(2)</u>	General Motors Common Stock, \$1-2/3 Par Value	4,50
GM Stock \$1-2/3 Par	\$ 0	03/20/2008(2)	(2)	General Motors	10,9

Value Restricted Stock Units (2)

WA Si /s/ Mr.

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Cole Kenneth W 25 MASSACHUSETTS AVENUE N.W. SUITE 400 WASHINGTON, DC 20001			Vice President		
Signatures					
/s/ Martin I. Darvick, attorney-in-fact for Mr. Cole		03/06/2	008		
**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).
- Employee stock option granted pursuant to Rule 16b-3 qualified General Motors Stock Incentive Plan. Stock options vest and become (1) 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.

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

- (2) 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.
- Shares held in trust under General Motors Savings Stock Purchase Program as of 12/31/07. State Street Bank & Trust Co., Trustee. (3) Shares owned pursuant to Rule 16b-3 exempt employee savings plan.

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. Each Unit is the economic equivalent of one share of General Motors common stock. The Units are payable

(4) 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 12/31/07. 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.