

GENERAL MOTORS CORP

Form 4

March 20, 2008

**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

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LUTZ ROBERT A

(Last) (First) (Middle)

300 RENAISSANCE CENTER, MC  
482 C39 B40

(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)

03/20/2008

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)

Vice Chairman

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<br>Security<br>(Instr. 3)                         | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|---|---|--|--|--|---|
| General<br>Motors<br>Common<br>Stock,<br>\$1-2/3 Par<br>Value | 03/20/2008                              |   | M                                       | 12,000   | A<br>\$ 0<br>(1)   | 86,166   | D   |
| General<br>Motors<br>Common<br>Stock,<br>\$1-2/3 Par<br>Value | 03/20/2008                              |   | F                                       | 4,806  | D<br>\$ 21   | 81,360   | D   |

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

1,436

I

Trust <sup>(2)</sup>

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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)                                       | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4)   |
|---|--|---|---|--------------------------------------|--|--|--|
|   |  |   |   | Code                                 | V (A) (D)  | Date Exercisable Expiration<br>Date Date                       | Title Amount<br>Number<br>Shares                                   |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Restricted<br>Stock<br>Units <sup>(1)</sup>           | \$ 0   | 03/20/2008                              |   | M                                    | 12,000   | 03/20/2008 <sup>(1)</sup> <sup>(1)</sup>                       | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value 12,0 |
| GM<br>Phantom<br>Stock<br>Units<br>\$1-2/3 Par<br>Value<br>Common<br>Stock <sup>(3)</sup> | \$ 0   |   |   |                                      |  | <sup>(3)</sup> <sup>(3)</sup>                                  | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value 5,6  |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Deferred<br>Stock<br>Units <sup>(4)</sup>             | \$ 0   |   |   |                                      |  | <sup>(4)</sup> <sup>(4)</sup>                                  | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value 130, |
| GM Stock<br>\$1-2/3 Par   | \$ 54.91   |   |   |                                      |  | 09/04/2002 <sup>(5)</sup> 09/05/2011                           | General<br>Motors 200,   |

|  |          |                           |            |   |      |
|--|----------|---------------------------|------------|---|------|
| Value<br>Option<br>(Right to<br>Buy) <sup>(5)</sup>                            |          |                           |            | Common<br>Stock,<br>\$1-2/3<br>Par Value                      |      |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option<br>(Right to<br>Buy) <sup>(5)</sup> | \$ 50.46 | 01/07/2003 <sup>(5)</sup> | 01/08/2012 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 100, |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option<br>(Right to<br>Buy) <sup>(5)</sup> | \$ 50.82 | 02/04/2003 <sup>(5)</sup> | 02/05/2012 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 100, |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option<br>(Right to<br>Buy) <sup>(5)</sup> | \$ 40.05 | 01/21/2004 <sup>(5)</sup> | 01/22/2013 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 200, |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option<br>(Right to<br>Buy) <sup>(5)</sup> | \$ 53.92 | 01/23/2005 <sup>(5)</sup> | 01/24/2014 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 160, |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option<br>(Right to<br>Buy) <sup>(5)</sup> | \$ 36.37 | 01/24/2006 <sup>(5)</sup> | 01/25/2015 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 160, |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option<br>(Right to<br>Buy) <sup>(5)</sup> | \$ 20.9  | 02/23/2007 <sup>(5)</sup> | 02/24/2016 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 106, |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option<br>(Right to<br>Buy) <sup>(5)</sup> | \$ 29.11 | 03/20/2008 <sup>(5)</sup> | 03/21/2017 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 250, |
|  | \$ 23.13 | 03/05/2009 <sup>(5)</sup> | 03/06/2018 |   | 250, |

|   |      |  |                           |                |   |      |
|---|------|--|---------------------------|----------------|---|------|
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option<br>(Right to<br>Buy) <sup>(5)</sup>  |      |  |                           |                | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value |      |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Restricted<br>Stock<br>Units <sup>(6)</sup> | \$ 0 |  | 03/05/2011 <sup>(6)</sup> | <sup>(6)</sup> | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 60,0 |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Restricted<br>Stock<br>Units <sup>(7)</sup> | \$ 0 |  | <sup>(7)</sup>            | <sup>(7)</sup> | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 75,0 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |               |       |
|---|---------------|-----------|---------------|-------|
|   | Director      | 10% Owner | Officer       | Other |
| LUTZ ROBERT A<br>300 RENAISSANCE CENTER<br>MC 482 C39 B40<br>DETROIT, MI 48265-3000 |               |           | Vice Chairman |       |

## Signatures

/s/ Martin I. Darvick, Attorney-in-Fact for  
Mr. Lutz

03/20/2008

                    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 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
- (1) date of the initial grant. Each Restricted Stock Unit is the economic equivalent of one share of General Motors common stock. 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.
  - (2) Shares held in trust under General Motors Savings Stock Purchase Program as of 12/31/07. 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. Each Unit is the economic equivalent of one share of General Motors common stock. 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 12/31/07. The price of zero is notional and only used for purposes of facilitating the electronic filing of this Form.

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(4) The Deferred Stock Units were accrued under the Rule 16b-3 qualified General Motors Deferred Compensation Plan. Each Deferred Stock Unit is the economic equivalent of one share of General Motors common stock. Dividend 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.

(5) Employee stock option granted pursuant to Rule 16b-3 qualified General Motors Long-Term 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.

(6) Restricted Stock Units are granted under the Rule 16b-3 qualified General Motors Long-Term Incentive Plan. The RSUs are denominated in stock and are to be delivered in stock in three annual installments commencing, respectively, three, four and five years from the date of the initial grant. Each Restricted Stock Unit is the economic equivalent of one share of General Motors common stock. 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.

(7) The Restricted Stock Units were accrued under the Rule 16b-3 qualified General Motors Stock Incentive Plan. Each Restricted Stock Unit is the economic equivalent of one share of General Motors common stock. Dividend equivalents are earned on each Restricted Stock Unit. Units held as of 12/31/07. The Restricted Stock Units convert on a "1 for 1" basis. The price of zero is notional and only used for purpose of facilitating the electronic filing of this Form. The Restricted Stock Units will be paid in stock at retirement.

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.