

GENERAL MOTORS CORP  
Form SC 13D/A  
November 22, 2006

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 12)**

General Motors Corporation

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(Name of Issuer)

Common Stock, par value \$1-2/3 per share

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(Title of Class of Securities)

370442105

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(CUSIP Number)

Richard Sobelle, Esq.

Tracinda Corporation

150 South Rodeo Drive, Suite 250

Beverly Hills, CA 90212

(310) 271-0638

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 20, 2006

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 370442105

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

Tracinda Corporation

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds (See Instructions)

N/A

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Nevada

7. Sole Voting Power

NUMBER OF

SHARES

BENEFICIALLY 42,000,000

8. Shared Voting Power

OWNED BY

EACH

9. Sole Dispositive Power

REPORTING

PERSON 42,000,000

10. Shared Dispositive Power

WITH

11. Aggregate Amount Beneficially Owned by Each Reporting Person

42,000,000

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

7.4%\*

14. Type of Reporting Person (See Instructions)

CO

\* Percentage calculated on the basis of 565,611,157 shares of common stock issued and outstanding on October 31, 2006, as set forth in General Motors Form 10-Q filed on November 7, 2006, for the period ending September 30, 2006.

SCHEDULE 13D

CUSIP No. 370442105

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

Kirk Kerkorian

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds (See Instructions)

N/A

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

United States

7. Sole Voting Power

NUMBER OF

SHARES

BENEFICIALLY 42,000,000

8. Shared Voting Power

OWNED BY

EACH

9. Sole Dispositive Power

REPORTING

PERSON 42,000,000

10. Shared Dispositive Power

WITH

11. Aggregate Amount Beneficially Owned by Each Reporting Person

42,000,000

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

7.4%\*

14. Type of Reporting Person (See Instructions)

IN

\* Percentage calculated on the basis of 565,611,157 shares of common stock issued and outstanding on October 31, 2006, as set forth in General Motors Form 10-Q filed on November 7, 2006, for the period ending September 30, 2006.

CUSIP No. 370442105

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

250 Rodeo, Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds (See Instructions)

N/A

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

NUMBER OF

7,613,700

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

-0-

EACH

9. Sole Dispositive Power

REPORTING

PERSON

7,613,700

10. Shared Dispositive Power

WITH

-0-

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

42,000,000

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

7.4%\*

14. Type of Reporting Person (See Instructions)

CO

\* Percentage calculated on the basis of 565,611,157 shares of common stock issued and outstanding on October 31, 2006, as set forth in General Motors Form 10-Q filed on November 7, 2006, for the period ending September 30, 2006.

This Amendment No. 12 amends and supplements the Statement on Schedule 13D filed on June 17, 2005, as amended on September 1, 2005, September 21, 2005, October 12, 2005, October 19, 2005, December 20, 2005, January 10, 2006, January 25, 2006, February 6, 2006 June 30, 2006, September 28, 2006 and October 6, 2006 (as amended, the Schedule 13D ) by Tracinda Corporation, a Nevada corporation ( Tracinda ), 250 Rodeo, Inc., a Delaware corporation ( 250 Rodeo ), and Kirk Kerkorian, relating to the common stock, par value \$1 2/3 per share, of General Motors Corporation, a Delaware corporation. Capitalized terms used herein and not otherwise defined in this Amendment No. 12 shall have the meanings set forth in the Schedule 13D.

**Item 4. Purpose of Transaction**

Item 4 of the Schedule 13D is hereby amended to add the following information:

On November 20, 2006, Tracinda agreed to sell 14,000,000 shares of common stock in a private transaction for \$33.00 per share. This purchase is to be settled on November 24, 2006. The Filing Persons may determine, based on market and general economic conditions, the business affairs and financial condition of General Motors, the market price of its shares and other factors deemed relevant by the Filing Persons, to acquire or dispose of additional shares.

**Item 5. Interest in Securities of the Issuer**

Item 5 of the Schedule 13D is hereby amended to add the following information:

(a)-(b) The following table sets forth information with respect to the shares beneficially owned by each person or entity named in Item 2 of the Schedule 13D. Mr. Kerkorian has sole voting and investment power with respect to the shares held by the Filing Persons.

Name	Number of Shares	Percent of Outstanding(1)
Tracinda Corporation	42,000,000	7.4%
250 Rodeo, Inc.	7,613,700	1.3%
Kirk Kerkorian	42,000,000	7.4%
Anthony L. Mandekic	-0-	0%

(1) Computed on the basis of 565,611,157 shares of common stock issued and outstanding on October 31, 2006, as set forth in General Motors Form 10-Q filed on November 7, 2006, for the period ended September 30, 2006.

(c) On November 20, 2006, Tracinda agreed to sell 14,000,000 shares of common stock in a private transaction for \$33.00 per share. This purchase is to be settled on November 24, 2006. Other than as set forth herein or as previously disclosed in the Schedule 13D, none of the persons named in paragraphs (a)-(b) above have effected any transactions in the shares during the past 60 days.

(d)-(e) Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 22, 2006

TRACINDA CORPORATION

By: /s/ Anthony L. Mandekic

Anthony L. Mandekic

Secretary/Treasurer

KIRK KERKORIAN

By: /s/ Anthony L. Mandekic

Anthony L. Mandekic

Attorney-on-Fact\*

250 RODEO, INC.

By: /s/ Anthony L. Mandekic

Anthony L. Mandekic

Secretary/Treasurer

\* Power of Attorney previously filed as Exhibit (i) to Schedule TO/A filed by Tracinda Corporation on May 26, 2005.