

GENERAL MOTORS CORP
 Form 4
 March 20, 2008

FORM 4

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

OMB APPROVAL

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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 *
COWGER GARY L

(Last) (First) (Middle)

300 RENAISSANCE CENTER, MC
 482 C37 D81

(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
 Officer (give title below) ___ Other (specify below)

Group Vice President

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
General Motors Common Stock, \$1-2/3 Par Value	03/20/2008		M		15,000	A	\$ 0 ⁽¹⁾
General Motors Common Stock, \$1-2/3 Par Value	03/20/2008		D		15,000	D	\$ 19.15
							50,008
							35,008

General Motors Common Stock, \$1-2/3 Par Value	16,782	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 of Underlying Security (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 Restricted Stock Units ⁽¹⁾	\$ 0	03/20/2008		M	15,000	03/20/2008 ⁽¹⁾	⁽¹⁾	General Motors Common Stock, \$1-2/3 Par Value	15,000
GM Phantom Stock Units \$1-2/3 Par Value Common Stock ⁽³⁾	\$ 0					⁽³⁾	⁽³⁾	General Motors Common Stock, \$1-2/3 Par Value	3,600
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁴⁾	\$ 71.53					01/11/2000 ⁽⁴⁾	01/12/2009	General Motors Common Stock, \$1-2/3 Par Value	36,000
GM Stock \$1-2/3 Par Value	\$ 75.5					01/10/2001 ⁽⁴⁾	01/11/2010	General Motors	40,000

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Value Option (Right to Buy) ⁽⁴⁾				Common Stock, \$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁴⁾	\$ 52.35	01/08/2002 ⁽⁴⁾	01/09/2011	General Motors Common Stock, \$1-2/3 Par Value	45,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁴⁾	\$ 50.46	01/07/2003 ⁽⁴⁾	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	55,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁴⁾	\$ 50.82	02/04/2003 ⁽⁴⁾	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	35,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁴⁾	\$ 40.05	01/21/2004 ⁽⁴⁾	01/22/2013	General Motors Common Stock, \$1-2/3 Par Value	55,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁴⁾	\$ 53.92	01/23/2005 ⁽⁴⁾	01/24/2014	General Motors Common Stock, \$1-2/3 Par Value	50,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁴⁾	\$ 36.37	01/24/2006 ⁽⁴⁾	01/25/2015	General Motors Common Stock, \$1-2/3 Par Value	50,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁴⁾	\$ 20.9	02/23/2007 ⁽⁴⁾	02/24/2016	General Motors Common Stock, \$1-2/3 Par Value	50,0
	\$ 29.11	03/20/2008 ⁽⁴⁾	03/21/2017		50,0

GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁴⁾				General Motors Common Stock, \$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁴⁾	\$ 23.13		03/05/2009 ⁽⁴⁾	03/06/2018	General Motors Common Stock, \$1-2/3 Par Value 70,0
GM Stock \$1-2/3 Par Value Restricted Stock Units ⁽¹⁾	\$ 0		03/05/2009 ⁽¹⁾	⁽¹⁾	General Motors Common Stock, \$1-2/3 Par Value 29,4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COWGER GARY L 300 RENAISSANCE CENTER MC 482 C37 D81 DETROIT, MI 48265-3000			Group Vice President	

Signatures

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

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).
- (1) 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 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.
- (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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- Employee stock option granted pursuant to Rule 16b-3 qualified General Motors Long-Term Incentive Plan. Stock options vest and
- (4) 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. 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.