

GENERAL MOTORS CORP  
Form 4  
March 22, 2007

**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 \*  
HENDERSON FREDERICK A

(Last) (First) (Middle)

300 RENAISSANCE CENTER, MC  
482 C32 B24

(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  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

Vice Chairman & CFO

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 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)	8,529	D	
General Motors Common Stock, \$1-2/3 Par Value				(A) or (D)	6,068	I	Trust <sup>(3)</sup>

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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 Number of Shares
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(1)</sup>	\$ 29.11	03/20/2007		A	250,000	03/20/2008 <sup>(1)</sup> 03/21/2017	General Motors Common Stock, \$1-2/3 Par Value 250,000
GM Stock \$1-2/3 Par Value Restricted Stock Units <sup>(2)</sup>	\$ 0	03/20/2007		A	60,000	03/20/2008 <sup>(2)</sup> <sup>(2)</sup>	General Motors Common Stock, \$1-2/3 Par Value 60,000
GM Phantom Stock Units \$1-2/3 Par Value Common Stock <sup>(4)</sup>	\$ 0					<sup>(4)</sup> <sup>(4)</sup>	General Motors Common Stock, \$1-2/3 Par Value 2,000,000
GM Stock \$1-2/3 Par Value Deferred Stock Units <sup>(5)</sup>	\$ 0					<sup>(5)</sup> <sup>(5)</sup>	General Motors Common Stock, \$1-2/3 Par Value 45,000,000
GM Stock \$1-2/3 Par Value Option	\$ 46.59					01/12/1999 <sup>(1)</sup> 01/13/2008	General Motors Common Stock, 18,000,000

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(Right to Buy) <sup>(1)</sup>				\$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(1)</sup>	\$ 71.53	01/11/2000 <sup>(1)</sup>	01/12/2009	General Motors Common Stock, \$1-2/3 Par Value	20
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(1)</sup>	\$ 75.5	01/10/2001 <sup>(1)</sup>	01/11/2010	General Motors Common Stock, \$1-2/3 Par Value	30
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(1)</sup>	\$ 52.35	01/08/2002 <sup>(1)</sup>	01/09/2011	General Motors Common Stock, \$1-2/3 Par Value	45
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(1)</sup>	\$ 50.46	01/07/2003 <sup>(1)</sup>	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	55
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(1)</sup>	\$ 50.82	02/04/2003 <sup>(1)</sup>	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	35
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(1)</sup>	\$ 40.05	01/21/2004 <sup>(1)</sup>	01/22/2013	General Motors Common Stock, \$1-2/3 Par Value	55
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(1)</sup>	\$ 53.92	01/23/2005 <sup>(1)</sup>	01/24/2014	General Motors Common Stock, \$1-2/3 Par Value	50
GM Stock \$1-2/3 Par Value	\$ 36.37	01/24/2006 <sup>(1)</sup>	01/25/2015	General Motors Common	50

