

Cole Kenneth W
Form 4
March 06, 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 *
Cole Kenneth W

(Last) (First) (Middle)

25 MASSACHUSETTS AVENUE
N.W., SUITE 400

(Street)

WASHINGTON, DC 20001

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

GENERAL MOTORS CORP [GM]

3. Date of Earliest Transaction (Month/Day/Year)

03/05/2008

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)
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)
				(A) or (D) Price			
General Motors Common Stock, \$1-2/3 Par Value					5,594	D	
General Motors Common Stock, \$1-2/3 Par Value					826	I	Trust ⁽³⁾

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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 Option (Right to Buy) ⁽¹⁾	\$ 23.13	03/05/2008		A	34,375	03/05/2009 ⁽¹⁾ 03/06/2018	General Motors Common Stock, \$1-2/3 Par Value 34,375
GM Stock \$1-2/3 Par Value Restricted Stock Units ⁽²⁾	\$ 0	03/05/2008		A	16,336	03/05/2009 ⁽²⁾ ⁽²⁾	General Motors Common Stock, \$1-2/3 Par Value 16,336
GM Phantom Stock Units \$1-2/3 Par Value Common Stock ⁽⁴⁾	\$ 0					⁽⁴⁾ ⁽⁴⁾	General Motors Common Stock, \$1-2/3 Par Value 1,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽¹⁾	\$ 63.76					08/06/2002 ⁽¹⁾ 08/07/2011	General Motors Common Stock, \$1-2/3 Par Value 20,000
GM Stock \$1-2/3 Par Value	\$ 50.46					01/07/2003 ⁽¹⁾ 01/08/2012	General Motors Common 20,000

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Option (Right to Buy) <u>(1)</u>				Stock, \$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 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) <u>(1)</u>	\$ 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) <u>(1)</u>	\$ 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) <u>(1)</u>	\$ 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) <u>(1)</u>	\$ 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) <u>(1)</u>	\$ 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 <u>(2)</u>	\$ 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 <u>(2)</u>	<u>(2)</u>	General Motors	10,9

