

LUTZ ROBERT A
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 *
LUTZ ROBERT A

2. Issuer Name and Ticker or Trading Symbol
GENERAL MOTORS CORP [GM]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
300 RENAISSANCE CENTER, MC
482 C39 B40
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/05/2008

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Vice Chairman

DETROIT, MI 48265-3000

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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)	74,166	D	
General Motors Common Stock, \$1-2/3 Par Value				(A)	1,436	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 Number of Shares
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽¹⁾	\$ 23.13	03/05/2008		A	250,000	03/05/2009 ⁽¹⁾ 03/06/2018	General Motors Common Stock, \$1-2/3 Par Value 250,000
GM Stock \$1-2/3 Par Value Restricted Stock Units ⁽²⁾	\$ 0	03/05/2008		A	60,000	03/05/2011 ⁽²⁾ ⁽²⁾	General Motors Common Stock, \$1-2/3 Par Value 60,000
GM Phantom Stock Units \$1-2/3 Par Value Common Stock ⁽⁴⁾	\$ 0					⁽⁴⁾ ⁽⁴⁾	General Motors Common Stock, \$1-2/3 Par Value 5,000
GM Stock \$1-2/3 Par Value Deferred Stock Units ⁽⁵⁾	\$ 0					⁽⁵⁾ ⁽⁵⁾	General Motors Common Stock, \$1-2/3 Par Value 130,000
GM Stock \$1-2/3 Par Value Option	\$ 54.91					09/04/2002 ⁽¹⁾ 09/05/2011	General Motors Common Stock, 200,000

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(Right to Buy) <u>(1)</u>				\$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 50.46	01/07/2003 ⁽¹⁾	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	100
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 50.82	02/04/2003 ⁽¹⁾	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	100
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 40.05	01/21/2004 ⁽¹⁾	01/22/2013	General Motors Common Stock, \$1-2/3 Par Value	200
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 53.92	01/23/2005 ⁽¹⁾	01/24/2014	General Motors Common Stock, \$1-2/3 Par Value	160
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 36.37	01/24/2006 ⁽¹⁾	01/25/2015	General Motors Common Stock, \$1-2/3 Par Value	160
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 20.9	02/23/2007 ⁽¹⁾	02/24/2016	General Motors Common Stock, \$1-2/3 Par Value	100
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 29.11	03/20/2008 ⁽¹⁾	03/21/2017	General Motors Common Stock, \$1-2/3 Par Value	250
GM Stock \$1-2/3 Par Value	\$ 0	03/20/2008 ⁽⁶⁾	⁽⁶⁾	General Motors Common	60

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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.

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