#### **BURNS LAWRENCE D**

Form 4

March 06, 2008

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average

**OMB APPROVAL** 

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if no longer

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

2. Issuer Name and Ticker or Trading

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

BURNS LAWRENCE D			Symbol GENER	Symbol GENERAL MOTORS CORP [GM]				Issuer (Charle III and Fable)			
(Last) 30500 MOU 106 EX2	(Month/Da	3. Date of Earliest Transaction (Month/Day/Year) 03/05/2008				(Check all applicable)  Director 10% OwnerX_ Officer (give title Other (specify below)  GM Vice President					
WARREN,		4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)  General Motors Common	2. Transaction (Month/Day/Y	Year) Execu any	eemed tion Date, if h/Day/Year)	3. Transaction Code (Instr. 8)	4. SecurionAcquired Disposed (Instr. 3,	(A) or 1 of (D) 4 and 5)  (A) or	rice	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)	
Stock, \$1-2/3 Par Value								5,499	D		
General Motors Common Stock, \$1-2/3 Par Value								2,780	I	Trust (3)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date (Month/Day/Year	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 23.13	03/05/2008		A	28,750	03/05/2009(1)	03/06/2018	General Motors Common Stock, \$1-2/3 Par Value	28,7	
GM Stock \$1-2/3 Par Value Restricted Stock Units (2)	\$ 0	03/05/2008		A	16,115	03/05/2009(2)	(2)	General Motors Common Stock, \$1-2/3 Par Value	16,1	
GM Phantom Stock Units \$1-2/3 Par Value Common Stock (4)	\$ 0					<u>(4)</u>	<u>(4)</u>	General Motors Common Stock, \$1-2/3 Par Value	2,04	
GM Stock \$1-2/3 Par Value Deferred Stock Units (5)	\$ 0					<u>(5)</u>	<u>(5)</u>	General Motors Common Stock, \$1-2/3 Par Value	18,1	
GM Stock \$1-2/3 Par Value	\$ 71.53					01/11/2000(1)	01/12/2009	General Motors Common	19,2	

Option (Right to Buy) (1)				Stock, \$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 75.5	01/10/2001(1)	01/11/2010	General Motors Common Stock, \$1-2/3 Par Value	17,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 52.35	01/08/2002(1)	01/09/2011	General Motors Common Stock, \$1-2/3 Par Value	20,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 50.46	01/07/2003(1)	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	22,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 50.82	02/04/2003(1)	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	15,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 40.05	01/21/2004(1)	01/22/2013	General Motors Common Stock, \$1-2/3 Par Value	22,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 53.92	01/23/2005(1)	01/24/2014	General Motors Common Stock, \$1-2/3 Par Value	17,6
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 36.37	01/24/2006(1)	01/25/2015	General Motors Common Stock, \$1-2/3 Par Value	17,6
GM Stock \$1-2/3 Par	\$ 20.9	02/23/2007(1)	02/24/2016	General Motors	17,6

Value Option (Right to Buy) (1)				Common Stock, \$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (1)	\$ 29.11	03/20/2008(1)	03/21/2017	General Motors Common Stock, \$1-2/3 Par Value	20,0
GM Stock \$1-2/3 Par Value Restricted Stock Units (2)	\$ 0	03/20/2008(2)	(2)	General Motors Common Stock, \$1-2/3 Par Value	12,0

# **Reporting Owners**

Director 10% Owner Officer Other

BURNS LAWRENCE D 30500 MOUND ROAD MC 480 106 EX2 WARREN, MI 48090

**GM Vice President** 

## **Signatures**

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

03/06/2008

\*\*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).
- Employee stock option granted pursuant to Rule 16b-3 qualified General Motors Stock Incentive Plan. Stock options vest and become (1) 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.
  - 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
- (2) 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.
- (3) 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.
- 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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The Deferred Stock Units were accrued under the Rule 16b-3 qualified General Motors Deferred Compensation Plan. Dividend equivalents are earned on each Deferred Stock Unit. Units held as of 12/31/07. The Deferred Stock Units convert on a "1 for 1" basis. The price of zero is fictional and only used for purposes of facilitating the electronic filing of this Form.

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.