

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

(Last) (First) (Middle)

300 RENAISSANCE CENTER, MC
 482 C39 B40

(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)

03/05/2008

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 Chairman

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 Indirect Beneficial Ownership (Instr. 4)
General Motors Common Stock, \$1-2/3 Par Value				(A) or (D)	74,166	D	
General Motors Common Stock, \$1-2/3 Par Value				(A) or (D)	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

Restricted Stock Units <u>(6)</u>					Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value					General Motors Common Stock, \$1-2/3 Par Value
Restricted Stock Units <u>(7)</u>	\$ 0		<u>(7)</u>	<u>(7)</u>	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUTZ ROBERT A 300 RENAISSANCE CENTER MC 482 C39 B40 DETROIT, MI 48265-3000			Vice Chairman	

Signatures

/s/ Martin I. Darvick, Attorney-in-Fact for Mr. Lutz

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).

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

(2) Restricted Stock Units are granted under the Rule 16b-3 qualified General Motors Stock Incentive Plan. The RSUs are denominated in stock and are to be delivered in stock in three annual installments commencing, respectively, three, four and five years from the date of the initial grant. Each Restricted Stock Unit is the economic equivalent of one share of General Motors common stock. Dividend equivalents are earned on each undelivered Restricted Stock Unit. Date shown in column 6 is the date the first installment is payable. The price of zero 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.

(4) 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.

(5) The Deferred Stock Units were accrued under the Rule 16b-3 qualified General Motors Deferred Compensation Plan. Each Deferred Stock Unit is the economic equivalent of one share of General Motors common stock. 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 notional and only used for purposes of facilitating the electronic filing of this Form.

(6) Restricted Stock Units are granted under the Rule 16b-3 qualified General Motors Stock Incentive Plan. The RSUs are denominated in stock and are to be delivered in stock in five annual installments commencing, respectively, one, two, three, four and five years from the date of the initial grant. Each Restricted Stock Unit is the economic equivalent of one share of General Motors common stock. Dividend equivalents are earned on each undelivered Restricted Stock Unit. Date shown in column 6 is the date the first installment is payable. The

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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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