

GENERAL MOTORS CORP  
Form 8-A12B/A  
June 04, 2007

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 8-A

Amendment No. 1

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES PURSUANT TO  
SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

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## GENERAL MOTORS CORPORATION

(Exact name of registrant as specified in its charter)

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Delaware  
(State of incorporation or organization)

TIN# 38-0572515  
(I.R.S. Employer Identification No.)

300 Renaissance Center  
  
Detroit, Michigan  
(Address of principal executive offices)

48265-3000  
(Zip Code)

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Securities to be registered pursuant to Section 12(b) of the Act:

Series D Convertible Senior Debentures Due 2009  
Title of each class to be so registered

New York Stock Exchange, Inc.  
Name of each exchange on

which each class is to be registered

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

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If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. "

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**Securities Act registration statement file number to which this form relates: 333-108532**

**Securities to be registered pursuant to Section 12(g) of the Act: None**

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**Information Required in Registration Statement**

Item 1 and Item 2 are hereby amended and restated as follows:

**Item 1. Description of Registrant's Securities to be Registered.**

A description of the Registrant's 1.50% Series D Convertible Senior Debentures Due 2009 registered hereby is contained in the Description of Debt Securities set forth in the Prospectus dated March 25, 2004 (filed as part of the Registration Statement on Form S-3 (Registration No. 333-108532) of the Registrant under the Securities Act of 1933, as amended) and the Description of Series D Debentures set forth in the Prospectus Supplement of the Registrant dated May 24, 2007, which descriptions are incorporated herein by reference.

**Item 2. Exhibits.**

<b>Number</b>	<b>Description</b>
1.	Restated Certificate of Incorporation dated March 1, 2004 incorporated herein by reference to Exhibit 3(i) to General Motors Corporation's Annual Report on Form 10-K filed March 11, 2004.
2.	Bylaws of General Motors Corporation, as amended, dated October 3, 2006 incorporated herein by reference to Exhibit 3.1 to General Motors Corporation's Current Report on Form 8-K filed March 9, 2007.
3.	Indenture, dated as of December 7, 1995, by and between General Motors Corporation and Wilmington Trust Company, as successor trustee, incorporated herein by reference to Exhibit 4(a) of the Registration Statement on Form S-3 (File No. 33-64229) of General Motors Corporation filed on November 14, 1995.
4.	First Supplemental Indenture dated as of March 4, 2002, incorporated herein by reference to Exhibit 2 to Form 8-K filed on March 6, 2002.
5.	Form of Series D Convertible Senior Debentures Due 2009.

**Signature**

Pursuant to the requirements of Section 12 of the Securities and Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

GENERAL MOTORS CORPORATION

(Registrant)

Date: May 31, 2007

By: /s/ Teresa Hilado  
Its: Assistant Treasurer