

GENERAL MOTORS CORP
Form SC 13D/A
October 12, 2005

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)

General Motors Corporation

(Name of Issuer)

Common Stock, par value \$1-2/3 per share

(Title of Class of Securities)

370442105

(CUSIP Number)

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Richard Sobelle, Esq.

Tracinda Corporation

150 South Rodeo Drive, Suite 250

Beverly Hills, CA 90212

(310) 271-0638

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

October 11, 2005

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 370442105

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

Tracinda Corporation

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds (See Instructions)

BK

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

6. Citizenship or Place of Organization

Nevada

7. Sole Voting Power

Number of 48,386,300

Shares 8. Shared Voting Power

Beneficially

Owned by 7,613,700

Each 9. Sole Dispositive Power

Reporting

Person 48,386,300

With 10. Shared Dispositive Power

7,613,700

11. Aggregate Amount Beneficially Owned by Each Reporting Person

56,000,000

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

9.9% *

14. Type of Reporting Person (See Instructions)

CO

* Percentage calculated on the basis of 565,503,422 shares of common stock issued and outstanding on July 31, 2005, as set forth in General Motors Form 10-Q filed on August 8, 2005, for the period ending June 30, 2005.

CUSIP No. 370442105

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

Kirk Kerkorian

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds (See Instructions)

N/A

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

6. Citizenship or Place of Organization

United States

7. Sole Voting Power

Number of

Shares 56,000,000

Beneficially 8. Shared Voting Power

Owned by

Each 9. Sole Dispositive Power

Reporting

Person 56,000,000

With 10. Shared Dispositive Power

11. Aggregate Amount Beneficially Owned by Each Reporting Person

56,000,000

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

13. Percent of Class Represented by Amount in Row (11)

9.9% *

14. Type of Reporting Person (See Instructions)

IN

* Percentage calculated on the basis of 565,503,422 shares of common stock issued and outstanding on July 31, 2005, as set forth in General Motors Form 10-Q filed on August 8, 2005, for the period ending June 30, 2005.

CUSIP No. 370442105

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

250 Rodeo, Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds (See Instructions)

N/A

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

Shares 7,613,700

Beneficially 8. Shared Voting Power

Owned by

Each 9. Sole Dispositive Power

Reporting

Person 7,613,700

With 10. Shared Dispositive Power

11. Aggregate Amount Beneficially Owned by Each Reporting Person

7,613,700

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

13. Percent of Class Represented by Amount in Row (11)

1.35% *

14. Type of Reporting Person (See Instructions)

CO

* Percentage calculated on the basis of 565,503,422 shares of common stock issued and outstanding on July 31, 2005, as set forth in General Motors Form 10-Q filed on August 8, 2005, for the period ending June 30, 2005.

This Amendment No. 3 amends and supplements the Statement on Schedule 13D filed on June 17, 2005, as amended on September 1, 2005 and September 21, 2005 (as amended, the Schedule 13D) by Tracinda Corporation, a Nevada corporation (Tracinda), 250 Rodeo, Inc., a Delaware corporation (250 Rodeo), and Kirk Kerkorian, relating to the common stock, par value \$1 2/3 per share, of General Motors Corporation, a Delaware corporation. Capitalized terms used herein and not otherwise defined in this Amendment No. 3 shall have the meanings set forth in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Considerations

Item 3 of the Schedule 13D is hereby amended to add the following information:

On October 11, 2005, Tracinda acquired 2,103,848 shares of General Motors common stock in open market purchases. The average purchase price for the shares is \$26.979 per share, or an aggregate of approximately \$56,760,110, which Tracinda intends to borrow under the Loan Agreement on October 14, 2005, the settlement date for the purchases.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended to add the following information:

(a)-(b) The following table sets forth information with respect to the shares beneficially owned by each person or entity named in Item 2 of the Schedule 13D. Mr. Kerkorian has sole voting and investment power with respect to the shares held by the Filing Persons.

<u>Name</u>	<u>Number of Shares</u>	<u>Percent of Outstanding(1)</u>
Tracinda Corporation	56,000,000	9.9%
250 Rodeo, Inc.	7,613,700	1.3%
Kirk Kerkorian	56,000,000	9.9%
Anthony L. Mandekic	-0-	0%

(1) Computed on the basis of 565,503,422 shares of common stock issued and outstanding on July 31, 2005, as set forth in General Motors Form 10-Q filed on August 8, 2005, for the period ended June 30, 2005.

(c) The table included in Appendix A sets forth transactions in shares of General Motors common stock by Tracinda in the open market on October 11, 2005 and is incorporated herein by reference. Other than as set forth in Appendix A or as previously disclosed in the Schedule 13D, none of the persons named in paragraphs (a)-(b) above have effected any transactions in the shares during the past 60 days. The purchases set forth on Appendix A will be settled on October 14, 2005.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

October 11, 2005

TRACINDA CORPORATION

By: /s/ Anthony L. Mandekic

Anthony L. Mandekic
Secretary/Treasurer

KIRK KERKORIAN

By: /s/ Anthony L. Mandekic

Anthony L. Mandekic
Attorney-on-Fact*

250 RODEO, INC.

By: /s/ Anthony L. Mandekic

Anthony L. Mandekic
Secretary/Treasurer*

* Power of Attorney previously filed as Exhibit (i) to Schedule TO/A filed by Tracinda Corporation on May 26, 2005.

Purchases by Tracinda Corporation on October 11, 2005**of Shares of General Motors Common Stock**

Number of Shares	Price per Share
500	\$ 26.20
4500	26.20
100	26.22
700	26.22
900	26.21
200	26.22
100	26.22
700	26.22
1600	26.23
100	26.22
200	26.21
1200	26.20
800	26.21
300	26.21
500	26.21
100	26.22
700	26.22
400	26.21
194	26.22
400	26.22
100	26.24
2400	26.24
1400	26.26
900	26.27
1400	26.27
1900	26.29
200	26.29
3700	26.29
400	26.29
700	26.28
200	26.29
500	26.29
300	26.29
300	26.29
2500	26.30
10000	26.30
2300	26.33
1300	26.32
3100	26.33
2000	26.33
3000	26.33
2000	26.33
5000	26.33
700	26.33
1700	26.33
700	26.33

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1400	26.33
3800	26.33
1300	26.33
3100	26.33
1400	26.33

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Number of Shares	Price per Share
4400	\$ 26.33
2500	26.33
500	26.33
1200	26.32
700	26.32
600	26.32
400	26.32
600	26.31
500	26.31
600	26.32
500	26.32
400	26.32
200	26.32
1500	26.32
1500	26.32
10300	26.31
54	26.31
4100	26.31
2500	26.31
2500	26.32
2500	26.32
2400	26.31
500	26.31
1800	26.31
1700	26.31
400	26.31
700	26.31
800	26.31
200	26.31
800	26.31
400	26.31
200	26.31
700	26.31
200	26.31
600	26.31
700	26.31
1800	26.32
500	26.32
600	26.32
300	26.32
200	26.32
400	26.32
1300	26.32
3300	26.32
400	26.32
100	26.31
300	26.31
1100	26.31
1700	26.31
500	26.31
200	26.30
400	26.30

Number of Shares	Price per Share
200	\$ 26.30
200	26.30
1500	26.30
100	26.30
1000	26.31
300	26.31
100	26.31
100	26.31
300	26.31
1300	26.31
200	26.31
400	26.32
100	26.32
200	26.32
600	26.32
300	