

HENDERSON FREDERICK A
 Form 4
 March 06, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 HENDERSON FREDERICK 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 C32 B24

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President and COO

(Street)
 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 Ownership (Instr. 4)
				(A) or (D) Price			
General Motors Common Stock, \$1-2/3 Par Value					8,529	D	
General Motors Common Stock, \$1-2/3 Par Value					6,318	I	Trust ⁽⁴⁾

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

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SEC 1474
(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 Option (Right to Buy) ⁽²⁾	\$ 23.13	03/05/2008		A	200,000	⁽²⁾ 03/06/2015	General Motors Common Stock, \$1-2/3 Par Value 200,000
GM Stock \$1-2/3 Par Value Restricted Stock Units ⁽³⁾	\$ 0	03/05/2008		A	60,000	03/05/2011 ⁽³⁾ ⁽³⁾	General Motors Common Stock, \$1-2/3 Par Value 60,000
GM Phantom Stock Units \$1-2/3 Par Value Common Stock ⁽⁵⁾	\$ 0					⁽⁵⁾ ⁽⁵⁾	General Motors Common Stock, \$1-2/3 Par Value 3,000
GM Stock \$1-2/3 Par Value Deferred	\$ 0					⁽⁶⁾ ⁽⁶⁾	General Motors Common Stock, 47,000

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Stock Units <u>(6)</u>				\$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 71.53	01/11/2000 <u>(1)</u>	01/12/2009	General Motors Common Stock, \$1-2/3 Par Value	20
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 75.5	01/10/2001 <u>(1)</u>	01/11/2010	General Motors Common Stock, \$1-2/3 Par Value	30
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 52.35	01/08/2002 <u>(1)</u>	01/09/2011	General Motors Common Stock, \$1-2/3 Par Value	45
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 50.46	01/07/2003 <u>(1)</u>	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	55
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 50.82	02/04/2003 <u>(1)</u>	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	35
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 40.05	01/21/2004 <u>(1)</u>	01/22/2013	General Motors Common Stock, \$1-2/3 Par Value	55
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(1)</u>	\$ 53.92	01/23/2005 <u>(1)</u>	01/24/2014	General Motors Common Stock, \$1-2/3 Par Value	50
GM Stock \$1-2/3 Par Value	\$ 36.37	01/24/2006 <u>(1)</u>	01/25/2015	General Motors Common	50

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trading period commencing after March 5, 2009. Once the performance requirement is met, the options become exercisable at any time through the seventh anniversary of the option grant (March 5, 2015). After exercise, net shares must be held for two years while an active employee. If the performance trigger is not met by the fifth anniversary of the stock option grant (March 5, 2013), the stock option will expire.

- (3) 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.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) 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. Dividend equivalents are earned on each undelivered Restricted Stock Unit. Each Restricted Stock Unit is the economic equivalent of one share of General Motors common stock. 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.

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.