

GENERAL MOTORS CORP  
Form 4  
February 27, 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 \*  
Young Ray G

(Last) (First) (Middle)

300 RENAISSANCE CENTER

(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)

02/25/2008

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)

Group Vice President

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 Ownership (Instr. 4)
				(A) or (D)	Price		
General Motors Common Stock, \$1-2/3 Par Value	02/25/2008		M	3,167	A	14,746	D
General Motors Common Stock, \$1-2/3 Par Value	02/25/2008		D	3,167	D	\$ 23.73	D

General  
Motors  
Common  
Stock,  
\$1-2/3 Par  
Value

998

I

Trust (2)

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.**

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
GM Stock \$1-2/3 Par Value Restricted Stock Units	\$ 0	02/25/2008		M	3,167	02/23/2007 <sup>(1)</sup>	<sup>(1)</sup>	General Motors Common Stock, \$1-2/3 Par Value	3,167
GM Phantom Stock Units \$1-2/3 Par Value Common Stock <sup>(3)</sup>	\$ 0					<sup>(3)</sup>	<sup>(3)</sup>	General Motors Common Stock, \$1-2/3 Par Value	1,721
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(4)</sup>	\$ 71.53					01/11/2000 <sup>(4)</sup>	01/12/2009	General Motors Common Stock, \$1-2/3 Par Value	5,649
	\$ 75.5					01/10/2001 <sup>(4)</sup>	01/22/2010		6,000

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GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(4)</sup>				General Motors Common Stock, \$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(4)</sup>	\$ 52.35		01/08/2002 <sup>(4)</sup>	01/09/2011	General Motors Common Stock, \$1-2/3 Par Value 7,500
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(4)</sup>	\$ 50.46		01/07/2003 <sup>(4)</sup>	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value 14,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(4)</sup>	\$ 50.82		02/04/2003 <sup>(4)</sup>	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value 7,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(4)</sup>	\$ 40.05		01/21/2004 <sup>(4)</sup>	01/22/2013	General Motors Common Stock, \$1-2/3 Par Value 16,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(4)</sup>	\$ 53.92		01/23/2005 <sup>(4)</sup>	01/24/2014	General Motors Common Stock, \$1-2/3 Par Value 12,800
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(4)</sup>	\$ 36.37		01/24/2006 <sup>(4)</sup>	01/25/2015	General Motors Common Stock, \$1-2/3 Par Value 12,800
GM Stock \$1-2/3 Par Value Option (Right to	\$ 20.9		02/23/2007 <sup>(4)</sup>	02/24/2016	General Motors Common Stock, \$1-2/3 10,000

