

Cole Kenneth W
Form 3
April 02, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Cole Kenneth W		(Month/Day/Year)	GENERAL MOTORS CORP [GM]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
25 MASSACHUSETTS			(Check all applicable)	
AVENUE N.W., Â SUITE 400			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
	(Street)		<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Vice President	
WASHINGTON, Â DC Â 20001				6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)		<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
General Motors Common Stock, \$1-2/3 Par Value	5,594	D	Â
General Motors Common Stock, \$1-2/3 Par Value	958	I	Trust ⁽¹⁾

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
GM Phantom Stock Units \$1-2/3 Par Value Common Stock <u>(2)</u>	Â <u>(2)</u>	Â <u>(2)</u>	General Motors Common Stock, \$1-2/3 Par Value	968	\$ 0	D	Â
GM Stock \$1-2/3 Par Value Restricted Stock Units <u>(3)</u>	02/23/2007 ⁽³⁾	Â <u>(3)</u>	General Motors Common Stock, \$1-2/3 Par Value	9,000	\$ 0	D	Â
GM Stock \$1-2/3 Par Value Restricted Stock Units <u>(3)</u>	03/20/2008 ⁽³⁾	Â <u>(3)</u>	General Motors Common Stock, \$1-2/3 Par Value	10,954	\$ 0	D	Â
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(4)</u>	08/06/2002 ⁽⁴⁾	08/07/2011	General Motors Common Stock, \$1-2/3 Par Value	20,000	\$ 63.76	D	Â
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(4)</u>	01/07/2003 ⁽⁴⁾	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	20,000	\$ 50.46	D	Â
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(4)</u>	02/04/2003 ⁽⁴⁾	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	10,000	\$ 50.82	D	Â
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(4)</u>	01/21/2004 ⁽⁴⁾	01/22/2013	General Motors Common Stock,	20,000	\$ 40.05	D	Â

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				\$1-2/3 Par Value			
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁴⁾	01/23/2005 ⁽⁴⁾	01/24/2014	General Motors Common Stock, \$1-2/3 Par Value	16,000	\$ 53.92	D	Â
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁴⁾	01/24/2006 ⁽⁴⁾	01/25/2015 ⁽⁴⁾	General Motors Common Stock, \$1-2/3 Par Value	16,000	\$ 36.37	D	Â
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁴⁾	02/23/2007 ⁽⁴⁾	02/24/2016 ⁽⁴⁾	General Motors Common Stock, \$1-2/3 Par Value	15,000	\$ 20.9	D	Â
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁴⁾	03/20/2008 ⁽⁴⁾	03/21/2017	General Motors Common Stock, \$1-2/3 Par Value	20,000	\$ 29.11	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cole Kenneth W 25 MASSACHUSETTS AVENUE N.W. SUITE 400 WASHINGTON, DC 20001	Â	Â	Â Vice President	Â

Signatures

/s/ Martin I. Darvick, attorney-in-fact for Mr. Cole 04/02/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Shares held in trust under General Motors Savings Stock Purchase Program as of 12/31/06. State Street Bank & Trust Co., Trustee. Shares owned pursuant to Rule 16b-3 exempt employee savings plan.

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(2) 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. 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 12/31/06. The price of zero is notional and only used for purposes of facilitating the electronic filing of this Form.

(3) Restricted Stock Units ("RSU") granted pursuant to Rule 16b-3 qualified General Motors 2006 Cash Based Restricted Stock Unit Plan. The RSUs are denominated in stock units but are to be paid in cash in three 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 is/was payable. The price of zero is notional and only used for purposes of facilitating the electronic filing of this Form.

(4) 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.

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.