

FORM 4

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

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OMB APPROVAL  
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{ } Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses) Investment Company Act of 1940

1. Name and Address of Reporting Person* Marinello Kathryn V	2. Issuer Name and Ticker or Trading Symbol GENERAL MOTORS CORP GM	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other
(Last) (First) (Middle) 300 RENAISSANCE CENTER, (Street) DETROIT - MI - 48265-30 00 (City) (State) (Zip)	3. Date of Earliest Transaction (Month/Day/Year) 05-12-2008	(give title below) (specify below)
	4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2a. Deemed Execut. Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Sec Beneficially Owned Following Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
General Motors Co Common Stock, \$1-2/ 3 Par Value	05-12-2008		P	5,000 A \$20.42	5,000	D	

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 (Instr. 3)	3. Transaction Date (Month/Day/Year)	3a. Deemed Execut. Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3)	8. Price of Derivative Security (Instr. 3)	9. Number of Derivative Securities Acquired	10. Ownership Form of Derivative Security (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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3)	Active	Year)	Year)		(A) or	Year)	and 4)	ity	ities	ative		
	Security				Disposed of			(Instr.	Bene-	Secur-		
					(D) (Instr.			5)	ficially	ity		
					3, 4 and 5)			Amount	Owned	Direct		
								or	following	(D) or		
						Date	Expira-	Number	reported	Indirect		
						Exer-	tion	of	tran.(s)	(I)		
				Code	V	(A)	(D)	cisable	Date	Title		
								Shares		(Inst.4)		
										Instr. 4		
GM Stock	\$0							Genera	2,780		2,780	D
\$1-2/3								l Moto				
Par Valu								rs Com				
e Stock								mon St				
Units								ock, \$				
								1-2/3				
								Par Va				
								lue				
#1						#1	#1					

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marinello Kathryn V 300 RENAISSANCE CENTER DETROIT MI 48265-3000	X	.		

Explanation of Responses:

1 Stock Units credited pursuant to Rule 16b-3 qualified GM Compensation Plan for Non-employee Directors. Deferred compensation, equal to the retainers earned during the year, is credited annually on each December 31. The deferred compensation is converted into Stock Units at the average daily closing market price of GM Common Stock for such year. The amounts credited during the year also include dividend equivalents on such Stock Units. Pursuant to such Plan, the Stock Units are deferred until after the director's retirement from GM and are paid in cash. The Stock Units convert on a one for one basis. The price of Zero is nominal and only used for purposes of facilitating the electronic filing of this Form.

Remarks:

Signatures

/s/ Martin I. Darvick, Attorney-in-Fact for Ms. Marinello / 05-13-2008  
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 \*\* Signature of Reporting Person Date

\* 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).

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