

GENERAL MOTORS CORP
Form DEFR14A
April 27, 2007

Schedule 14A Information

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

- Filed by the Registrant
- Filed by a party other than the Registrant
- Check the appropriate box:
- Preliminary Proxy Statement
 - Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 - Definitive Proxy Statement
 - Definitive Additional Materials
 - Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

GENERAL MOTORS CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

2007 Annual Meeting Admission Ticket

This ticket will admit stockholder and one guest.
(See reverse side.)

000004

MR A SAMPLE
DESIGNATION (IF ANY)
ADD 1
ADD 2
ADD 3
ADD 4
ADD 5
ADD 6

Internet and Telephone Voting Instructions

Instead of voting by mail, you may choose one of the two following voting methods to vote your proxy.

INTERNET

- Log on to the Internet and go to **www.investorvote.com/gm**
- Follow the steps outlined on the secured Web site.

TELEPHONE

- Call toll-free 800-652-8683. Outside the United States, Canada, or Puerto Rico, call 781-575-2300.
- Follow the instructions provided by the recorded message.

If you vote by Internet or telephone, do not mail this proxy/voting instruction card.

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas. x

Annual Meeting Proxy/Voting Instruction Card

123456

C0123456789

12345

ⓂDETACH HERE IF YOU ARE RETURNING YOUR PROXY/VOTING INSTRUCTION CARD BY MAIL.Ⓜ

GM Proposals The Board of Directors recommends a vote **FOR** Items 1-4.

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This proxy/voting instruction card will be voted **FOR** Items 1-4 if no choice is specified.

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1. Election of Directors. 01 - P. N. Barnevik 02 - E. B. Bowles 03 - J. H. Bryan 04 - A. M. Codina 05 - E. B. Davis, Jr.
 06 - G. M.C. Fisher 07 - K. Katen 08 - K. Kresa 09 - E. J. Kullman 10 - P. A. Laskawy
 11 - K.V. Marinello 12 - E. Pfeiffer 13 - G. R. Wagoner, Jr.

- Mark here to vote **FOR** all Nominees
 Mark here to **WITHHOLD** vote from all Nominees 01 02 03 04 05 06 07 08 09 10 11 12 13
 For All Nominees, **EXCEPT** - To withhold a vote for one or more Nominees, mark the box to the left and the corresponding numbered box(es) to the right.

- | | For | Against | Abstain | | For | Against | Abstain | | For | Against | Abstain |
|---|-----------------------|-----------------------|-----------------------|-------------------------------|-----------------------|-----------------------|-----------------------|----------------------------------|-----------------------|-----------------------|-----------------------|
| 2. Ratification of Selection of Deloitte & Touche for Year 2007 | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | 3. 2007 Annual Incentive Plan | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | 4. 2007 Long-Term Incentive Plan | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |

Stockholder Proposals The Board of Directors recommends a vote AGAINST Items 5-14.

This proxy/voting instruction card will be voted **AGAINST** Items 5-14 if no choice is specified.

- | | For | Against | Abstain | | For | Against | Abstain | | For | Against | Abstain |
|---|-----------------------|-----------------------|-----------------------|---|-----------------------|-----------------------|-----------------------|----------------------------------|-----------------------|-----------------------|-----------------------|
| 5. Disclosure of Political Contributions | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | 6. Limit on Directorships of GM Board Members | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | 7. Greenhouse Gas Emissions | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| 8. Cumulative Voting | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | 9. Stockholder Approval of a Poison Pill | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | 10. Special Stockholder Meetings | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| 11. Performance-Based Equity Compensation | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | 12. Recouping Unearned Incentive Bonuses | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | 13. Optimum Board Size | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| 14. Simple Majority Vote | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | | | | | | | | |

If you are voting by mail, you must date and sign in appropriate boxes on reverse side.

C 1234567890 J N T

1 U P X 0 1 2 2 7 1 3

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2007 Annual Meeting of Stockholders Admission Ticket

Tuesday, June 5, 2007, 9 a.m. local time

Hotel du Pont, 11th and Market Streets, Wilmington, Delaware

General Directions

From Philadelphia on I-95 South

1. Take I-95 South to Exit 7A marked 52 South, Delaware Avenue.
2. Follow 11th Street in the middle lane through six traffic lights. Hotel du Pont is on the right.

From Baltimore on I-95 North

1. Follow I-95 North to Wilmington, take Exit 7 marked Route 52, Delaware Avenue.
2. From right lane, take Exit 7 onto Adams Street.
3. At third traffic light, turn right onto 11th Street.
4. Follow 11th Street in the middle lane through six traffic lights. Hotel du Pont is on the right.

Please present this ticket and government-issued photograph identification for admission to the meeting.

Stockholders and guests are responsible for their parking. Self-parking is available at Hotel du Pont Car Park located on Orange Street near the corner of 12th Street. Valet parking is available at the hotel entrance.

PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.



General Motors Corporation Proxy/Voting Instruction Card

Proxy Solicited by Board of Directors for Annual Meeting of Stockholders

Hotel du Pont, 11th and Market Streets, Wilmington, Delaware

Tuesday, June 5, 2007, 9 a.m. local time

The undersigned authorizes G. Richard Wagoner, Jr., Frederick A. Henderson, and Robert A. Lutz, and each of them as the Proxy Committee, to vote the Common Stock of the undersigned upon the nominees for directors: (01) P. N. Barnevik, (02) E. B. Bowles, (03) J. H. Bryan, (04) A. M. Codina, (05) E. B. Davis, Jr., (06) G. M.C. Fisher, (07) K. Katen, (08) K. Kresa, (09) E. J. Kullman, (10) P. A. Laskawy, (11) K. V. Marinello, (12) E. Pfeiffer, and (13) G. R. Wagoner, Jr.*, upon the other Items shown on the reverse side, which are described on the pages identified in the Table of Contents to the Proxy Statement; and upon all other matters which may come before the 2007 Annual Meeting of Stockholders of General Motors Corporation, or any adjournment thereof.

This card also provides voting instructions for the shares held in various employee savings plans as described in the Proxy Statement. If your registrations are not identical, you may receive more than one set of proxy materials. Please sign, date, and return all proxy cards you receive.

You are encouraged to specify your choices by marking the appropriate boxes (see reverse side), but you need not mark any boxes if you wish to vote in accordance with the Board of Directors recommendations; just sign, date, and return this proxy in the enclosed envelope.

Please see the reverse side for Internet and telephone voting instructions.

*Numbers refer to director nominee voting codes.

Authorized Signature(s)

You must date and sign exactly as name(s) appears on reverse side. Multiple owners must all sign. When signing as attorney, executor, administrator, trustee, guardian, custodian, or in any other representative capacity, give full title. Please keep signature(s) within the box(es).

Date (mm/dd/yyyy)

Signature 1

Signature 2 All other stockholders on account

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