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GENERAL MOTORS CORP
Form 8-K
May 22, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549-1004

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) May 22, 2006

GENERAL MOTORS CORPORATION

(Exact Name of Registrant as Specified in its Charter)

| | | |
|---|-----------------------------|---|
| STATE OF DELAWARE ----- | 1-143 ----- | 38-0572515 ----- |
| (State or other jurisdiction of Incorporation or Organization) | (Commission File Number) | (I.R.S. Employer Identification No.) |
| 300 Renaissance Center, Detroit, Michigan ----- | | 48265-3000 ----- |
| (Address of Principal Executive Offices) | | (Zip Code) |

Registrant's telephone number, including area code (313) 556-5000

=====
Check the appropriate box below if the Form 8-K filing is intended to
simultaneously satisfy the filing obligation of the registrant under any of the
following provisions:

{ } Written communications pursuant to Rule 425 under the Securities Act (17 CFR
230.425)

{X} Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17-CFR

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240.14a-12)

{ } Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

{ } Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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ITEM 8.01. OTHER EVENTS

Beginning on May 22, 2006, General Motors Corporation ("GM") is sending reminders to its retail stockholders that own at least 1,000 shares of GM's common stock, \$1-2/3 par value (the "GM Common Stock") to remind them to submit their proxies or voting instructions for the upcoming Annual Meeting of Stockholders on June 6, 2006. The reminders will be sent by first class mail or e-mail (if stockholder receives GM communications by e-mail), either by Computershare as GM's transfer agent to record holders, or by ADP to beneficial holders.

The forms of these reminder messages are attached as exhibits to this Current Report on Form 8-K.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

| Exhibit | Description | Method of Filing |
|---------|---|------------------|
| 99.1 | Form of Reminder Letter to be mailed by GM | Filed herewith |
| 99.2 | Form of Reminder Letter to be e-mailed by GM | Filed herewith |
| 99.3 | Form of Reminder Letter to be mailed by ADP | Filed herewith |
| 99.4 | Form of Reminder Letter to be e-mailed by ADP | Filed herewith |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GENERAL MOTORS CORPORATION
(Registrant)

Date: May 22, 2006

By: /s/PAUL W. SCHMIDT

(Paul W. Schmidt, Controller)