

SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Order Granting the Application of General Motors Corporation to Withdraw its Common Stock, \$1 2/3 par value, from Listing and Registration on the Philadelphia Stock Exchange, Inc. File No. 1-00043

April 4, 2006

On February 27, 2006, General Motors Corporation, a Delaware corporation ("Issuer"), filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 12d2-2(d) thereunder,² to withdraw its common stock, \$1 2/3 par value ("Security"), from listing and registration on the Philadelphia Stock Exchange, Inc. ("PHLX"). Notice of such application requesting comments was published in the Federal Register on March 10, 2006.³ No comments were received. As discussed below, the Commission is granting the application.

The Administrative Committee of the Issuer's Board of Directors ("Board") approved a resolution on September 9, 2005, to delist the Security from listing and registration on PHLX. The Issuer stated that the purposes for seeking to delist the Security from PHLX are to avoid dual regulatory oversight and dual listing fees. The Security is traded, and will continue to trade, on the New York Stock Exchange ("NYSE"). In addition, the Issuer stated that PHLX advised the Issuer that the Security will continue to trade on PHLX under unlisted trading privileges.

The Issuer stated in its application that it has complied with applicable rules of PHLX by providing PHLX with the required documents governing the withdrawal of securities from

¹ 15 U.S.C. 78l(d).

² 17 CFR 240.12d2-2(d).

³ See Securities Exchange Act Release No. 53421 (March 6, 2006), 71 FR 12412.

listing and registration on PHLX. The Issuer's application relates solely to the withdrawal of the Security from listing on PHLX and shall not affect its continued listing on NYSE, the Chicago Stock Exchange, Inc. ("CHX"),⁴ or the Pacific Exchange, Inc. ("PCX"),⁵ or its obligation to be registered under Section 12(b) of the Act.⁶

The Commission, having considered the facts stated in the application and having due regard for the public interest and protection of investors, orders that the application be, and it hereby is, granted, effective at the opening of business on April 5, 2006.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁷

Nancy M. Morris
Secretary

⁴ Notice of the the Issuer's application to withdraw the Security from listing and registration on CHX and PCX were published in the Federal Register on March 10, 2006. See Securities Exchange Act Release Nos. 53422 (March 6, 2006), 71 FR 12411 and 53420 (March 6, 2006), 71 FR 12412. No comments were received on such applications. The Commission is granting such applications to withdraw the Security from CHX and PCX by separate orders as discussed therein.

⁵ On March 6, 2006, PCX filed a proposed rule change (SR-PCX-2006-24) to amend its rules to reflect the following name changes: (i) from PCX to NYSE Arca, Inc.; (ii) from PCX Equities, Inc. to NYSE Arca Equities, Inc.; (iii) from PCX Holdings, Inc. to NYSE Arca Holdings, Inc.; and (iv) from the Archipelago Exchange, L.L.C. to NYSE Arca, L.L.C. The proposed rule change became effective upon filing.

⁶ 15 U.S.C. 781(b).

⁷ 17 CFR 200.30-3(a)(1).