

SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Notice of 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

March 6, 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").

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, Inc. ("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 listing and registration on PHLX. The Issuer's application relates solely to the

¹ 15 U.S.C. 78j(d).

² 17 CFR 240.12d2-2(d).

withdrawal of the Security from listing on PHLX and shall not affect its continued listing on NYSE, or the Chicago Stock Exchange, Inc. ("CHX"), or the Pacific Exchange, Inc. ("PCX"),³ or its obligation to be registered under Section 12(b) of the Act.⁴

Any interested person may, on or before March 29, 2006, comment on the facts bearing upon whether the application has been made in accordance with the rules of PHLX, and what terms, if any, should be imposed by the Commission for the protection of investors. All comment letters may be submitted by either of the following methods:

Electronic comments:

- Send an e-mail to rule-comments@sec.gov. Please include the File Number 1-00043 or;

Paper comments:

- Send paper comments in triplicate to Nancy M. Morris, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number 1-00043. This file number should be included on the subject line if e-mail is used. To help us process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/delist.shtml>). Comments are also available for public inspection and copying in the Commission's Public Reference Room. All comments received will be posted without change; we do not edit personal identifying

³ The Issuer filed applications with the Commission to withdraw the Security from listing and registration on CHX and PCX on March 2, 2006 and February 27, 2006, respectively. Notice of such applications will be published separately.

⁴ 15 U.S.C. 781(b).

information from submissions. You should submit only information that you wish to make available publicly.

The Commission, based on the information submitted to it, will issue an order granting the application after the date mentioned above, unless the Commission determines to order a hearing on the matter.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁵

Nancy M. Morris
Secretary

⁵ 17 CFR 200.30-3(a)(1).