

BIBLE PETER R
Form 4
January 25, 2005

FORM 4

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

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 Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BIBLE PETER R

2. Issuer Name and Ticker or Trading Symbol
GENERAL MOTORS CORP [GM]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
300 RENAISSANCE CENTER, P.O.
BOX 300, MAIL CODE:
482-C38-B71

3. Date of Earliest Transaction
(Month/Day/Year)
01/24/2005

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Chief Accounting Officer

(Street)
DETROIT, MI 482653000

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| General Motors Common Stock, \$1-2/3 Par Value | | | | | 2,735 | D | |
| General Motors Common Stock, \$1-2/3 Par | | | | | 2,605 | I | Trust ⁽¹⁾ |

Value

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|--|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾ | \$ 36.37 | 01/24/2005 | | A | 5,700 | 01/24/2006 ⁽²⁾ 01/25/2015 | General Motors Common Stock, \$1-2/3 Par Value 5,700 |
| GM Phantom Stock Units \$1-2/3 Par Value Com Stock ⁽³⁾ | \$ 0 | | | | | ⁽³⁾ ⁽³⁾ | General Motors Common Stock, \$1-2/3 Par Value 399 |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾ | \$ 46.59 | | | | | 01/12/1999 ⁽²⁾ 01/13/2008 | General Motors Common Stock, \$1-2/3 Par Value 2,515 |

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| | | | | | |
|--|----------|---------------------------|------------|---|-------|
| GM Stock \$1-2/3 Par Value | \$ 71.53 | 01/11/2000 ⁽²⁾ | 01/12/2009 | General Motors Common Stock, \$1-2/3 Par Value | 4,711 |
| Option (Right to Buy) ⁽²⁾ | | | | | |
| GM Stock \$1-2/3 Par Value | \$ 75.5 | 01/10/2001 ⁽²⁾ | 01/11/2010 | General Motors Common Stock, \$1-2/3 Par Value | 5,500 |
| Option (Right to Buy) ⁽²⁾ | | | | | |
| GM Stock \$1-2/3 Par Value | \$ 52.35 | 01/08/2002 ⁽²⁾ | 01/09/2011 | General Motors Common Stock, \$1-2/3 Par Value | 7,600 |
| Option (Right to Buy) ⁽²⁾ | | | | | |
| GM Stock \$1-2/3 Par Value | \$ 50.46 | 01/07/2003 ⁽²⁾ | 01/08/2012 | General Motors Common Stock, \$1-2/3 Par Value | 9,000 |
| Option (Right to Buy) ⁽²⁾ | | | | | |
| GM Stock \$1-2/3 Par Value | \$ 50.82 | 02/04/2003 ⁽²⁾ | 02/05/2012 | General Motors Common Stock, \$1-2/3 Par Value | 4,500 |
| Option (Right to Buy) ⁽²⁾ | | | | | |
| GM Stock \$1-2/3 Par Value | \$ 40.05 | 01/21/2004 ⁽²⁾ | 01/22/2013 | General Motors Common Stock, \$1-2/3 Par Value | 9,000 |
| Option (Right To Buy) | | | | | |

(2)

| | | | | | |
|---|----------|---------------|------------|---|-------|
| GM Stock \$1-2/3 Par Value Option (Right to Buy) (2) | \$ 53.92 | 01/23/2005(2) | 01/24/2014 | General Motors Common Stock, \$1-2/3 Par Value | 6,000 |
|---|----------|---------------|------------|---|-------|

| | | | | | |
|---|------|-----|-----|---|-------|
| GM Stock \$1-2/3 Par Value, Deferred Stock Units (4) | \$ 0 | (4) | (4) | General Motors Common Stock, \$1-2/3 Par Value | 1,322 |
|---|------|-----|-----|---|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BIBLE PETER R 300 RENAISSANCE CENTER, P.O. BOX 300 MAIL CODE: 482-C38-B71 DETROIT, MI 482653000 | | | Chief Accounting Officer | |

Signatures

By: Martin I. Darvick -
 Attorney-in-Fact for
 01/25/2005

Date

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).
- (1) Shares held in trust under General Motors Savings Stock Purchase Program as of 12/31/04. State Street Bank & Trust Co., Trustee. Shares owned pursuant to Rule 16b-3 exempt employee savings plan.
- (2) Employee stock option granted pursuant to Rule 16b-3 qualified General Motors Stock Incentive Plan. Stock option is exercisable in three equal annual installments, commencing, respectively, one, two and three years from the date of initial grant. Date shown is the date the first installment is/was exercisable.
- (3) The Phantom Stock Units are held under Section 16b-3(c) exempt Rule 16b-3(b)(2) eligible excess benefit plan operated in conjunction with a qualified 401(k) plan. The Units are payable in cash upon separation from General Motors. These Units are being reported even though they are exempt under Rule 16b-3. Units held as of 12/31/04. The price of zero is fictional and only used for purposes of facilitating the electronic filing of this Form.
- (4) The Deferred Stock Units were accrued under the Rule 16b-3 qualified General Motors Deferred Compensation Plan. Dividend equivalents are earned on each Deferred Stock Unit. Units held as of 12/31/04. The Deferred Stock Units convert on a '1 for 1' basis. The price of zero is fictional and only used for purposes of facilitating the electronic filing of this Form.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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