

HENDERSON FREDERICK A
 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 *
 HENDERSON FREDERICK A

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)
 Group Vice President

(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 | | |
| | | | | Code | V | Amount | |
| General Motors Common Stock, \$1-2/3 Par Value | | | | | | 8,529 | D |
| General Motors Common Stock, \$1-2/3 Par | | | | | | 5,111 | I Trust ⁽¹⁾ |

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Value

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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 Acquired (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⁾ | \$ 44.73 | | | | | 02/03/1998 ⁽²⁾ | 02/04/2007 | General Motors Common Stock, \$1-2/3 Par Value | 12,91 |
| 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 | 18,03 |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾ | \$ 71.53 | | | | | 01/11/2000 ⁽²⁾ | 01/12/2009 | General Motors Common Stock, \$1-2/3 Par Value | 20,43 |
| GM Stock \$1-2/3 | \$ 75.5 | | | | | 01/10/2001 ⁽²⁾ | 01/11/2010 | General Motors Common | 30,00 |

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| | | | | | |
|---|----------|---------------------------|----------------|--|--------|
| Par Value Option (Right to Buy) ⁽²⁾ | | | | Stock, \$1-2/3 Par Value | |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾ | \$ 52.35 | 01/08/2002 ⁽²⁾ | 01/09/2011 | General Motors Common Stock, \$1-2/3 Par Value | 45,000 |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾ | \$ 50.46 | 01/07/2003 ⁽²⁾ | 01/08/2012 | General Motors Common Stock, \$1-2/3 Par Value | 55,000 |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾ | \$ 50.82 | 02/04/2003 ⁽²⁾ | 02/05/2012 | General Motors Common Stock, \$1-2/3 Par Value | 35,000 |
| GM Stock \$1-2/3 Par Value Option (Right To Buy) ⁽²⁾ | \$ 40.05 | 01/21/2004 ⁽²⁾ | 01/22/2013 | General Motors Common Stock, \$1-2/3 Par Value | 55,000 |
| 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 | 50,000 |
| GM | \$ 0 | ⁽⁴⁾ | ⁽⁴⁾ | General | 32,760 |

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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.