

GENERAL MOTORS CORP  
 Form 4  
 January 25, 2005

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**WAGONER G RICHARD JR**

(Last) (First) (Middle)

300 RENAISSANCE CENTER, P.O.  
 BOX 300, MAIL CODE:  
 482-C38-B71

(Street)

DETROIT, MI 482653000

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

**GENERAL MOTORS CORP [GM]**

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

01/24/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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						62,765	D
General Motors Common Stock, \$1-2/3 Par						63,170	I <sup>(1)</sup> By GRAT

Value  
 General  
 Motors  
 Common  
 Stock,  
 \$1-2/3 Par  
 Value

16,997 I Trust <sup>(2)</sup>

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 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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(3)</sup>	\$ 36.37	01/24/2005		A	400,000	01/24/2006 <sup>(3)</sup> 01/25/2015	General Motors Common Stock, \$1-2/3 Par Value
GM Phantom Stock Units \$1-2/3 Par Value Com Stock <sup>(4)</sup>	\$ 0					<sup>(4)</sup> <sup>(4)</sup>	General Motors Common Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(3)</sup>	\$ 40.07					02/05/1997 <sup>(3)</sup> 02/06/2006	General Motors Common Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value Option (Right to	\$ 44.73					02/03/1998 <sup>(3)</sup> 02/04/2007	General Motors Common Stock,

Buy) <sup>(3)</sup>				\$1-2/3 Par Value
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(3)</sup>	\$ 46.59	01/12/1999 <sup>(3)</sup>	01/13/2008	General Motors Common Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(3)</sup>	\$ 71.53	01/11/2000 <sup>(3)</sup>	01/12/2009	General Motors Common Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(3)</sup>	\$ 75.5	01/10/2001 <sup>(3)</sup>	01/11/2010	General Motors Common Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(3)</sup>	\$ 70.1	06/01/2001 <sup>(3)</sup>	06/02/2010	General Motors Common Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(3)</sup>	\$ 52.35	01/08/2002 <sup>(3)</sup>	01/09/2011	General Motors Common Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(3)</sup>	\$ 50.46	01/07/2003 <sup>(3)</sup>	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(3)</sup>	\$ 50.82	02/04/2003 <sup>(3)</sup>	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value
GM Stock \$1-2/3 Par Value Option	\$ 40.05	01/21/2004 <sup>(3)</sup>	01/22/2013	General Motors Common



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(4) 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.

(5) The Restricted Stock Units were accrued under the Rule 16b-3 qualified General Motors Annual Incentive Plan. Dividend equivalents are earned on each Restricted Stock Unit. Units held as of 12/31/04. The Restricted 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.

(6) Performance shares will be delivered in stock upon my retirement. Shares originally awarded under Rule 16b-3 qualified GM Performance Achievement Plan in the form of deferred stock units. Dividend equivalents are earned on each Performance Share. Performance Shares held as of 12/31/04. The Performance Shares 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.