

GENERAL MOTORS CORP
 Form 4
 October 28, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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)
 10/27/2004

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	10/27/2004		I	A	\$ 1,101 38.08	16,005	Trust ⁽¹⁾
General Motors Common Stock, \$1-2/3 Par					125,935	D	

Value

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

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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 Number Shares
GM Phantom Stock Units \$1-2/3 Par Value Com Stock ⁽²⁾	\$ 0					<u>(2)</u> <u>(2)</u>	General Motors Common Stock, \$1-2/3 Par Value 9,287
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽³⁾	\$ 40.07					02/05/1997 ⁽³⁾ 02/06/2006	General Motors Common Stock, \$1-2/3 Par Value 127,91
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽³⁾	\$ 44.73					02/03/1998 ⁽³⁾ 02/04/2007	General Motors Common Stock, \$1-2/3 Par Value 130,41
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽³⁾	\$ 46.59					01/12/1999 ⁽³⁾ 01/13/2008	General Motors Common Stock, \$1-2/3 Par Value 120,20
	\$ 71.53					01/11/2000 ⁽³⁾ 01/12/2009	210,35

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GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(3)</u>				General Motors Common Stock, \$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(3)</u>	\$ 75.5	01/10/2001 ⁽³⁾	01/11/2010	General Motors Common Stock, \$1-2/3 Par Value	200,00
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(3)</u>	\$ 70.1	06/01/2001 ⁽³⁾	06/02/2010	General Motors Common Stock, \$1-2/3 Par Value	50,00
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(3)</u>	\$ 52.35	01/08/2002 ⁽³⁾	01/09/2011	General Motors Common Stock, \$1-2/3 Par Value	400,00
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(3)</u>	\$ 50.46	01/07/2003 ⁽³⁾	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	500,00
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(3)</u>	\$ 50.82	02/04/2003 ⁽³⁾	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	100,00
GM Stock \$1-2/3 Par Value Option (Right To Buy) <u>(3)</u>	\$ 40.05	01/21/2004 ⁽³⁾	01/22/2013	General Motors Common Stock, \$1-2/3 Par Value	500,00
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(3)</u>	\$ 53.92	01/23/2005 ⁽³⁾	01/24/2014	General Motors Common Stock, \$1-2/3	400,00

GM Stock \$1-2/3 Par Value, Restricted Stock ⁽⁴⁾	\$ 0	<u>(4)</u>	<u>(4)</u>	Par Value General Motors Common Stock, \$1-2/3 Par Value	125,000
Performance Shares - GM Com Stock \$1-2/3 Par Value ⁽⁵⁾	\$ 0	<u>(5)</u>	<u>(5)</u>	Par Value General Motors Common Stock, \$1-2/3 Par Value	21,710

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WAGONER G RICHARD JR 300 RENAISSANCE CENTER, P.O. BOX 300 MAIL CODE: 482-C38-B71 DETROIT, MI 482653000	X		Chairman & CEO	

Signatures

By: Martin I. Darvick -
Attorney-in-Fact for

10/28/2004

Signature of Reporting Person

Date

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 Stock Purchase Program as of 12/31/03. State Street Bank & Trust Co., Trustee. Shares owned pursuant to Rule 16b-3 exempt employee savings plan.

(2) 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 12/31/03. The price of zero is fictional and only used for purposes of facilitating the electronic filing of this Form.

(3) 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.

(4) 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 01/23/04. 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.

(5) 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 01/23/04. 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.

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