

SCHMIDT PAUL W
Form 4
November 19, 2004

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 *
SCHMIDT PAUL W

(Last) (First) (Middle)
300 RENAISSANCE CENTER
(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)
11/18/2004

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)
Controller

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)
			Code	V Amount (D) Price			
General Motors Common Stock, \$1-2/3 Par Value	11/18/2004		G	V 300 D \$ 0	18,333	D	
General Motors Common Stock, \$1-2/3 Par Value					2,213	I	Trust ⁽¹⁾

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

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(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)	8. Amount or Number of 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	1,387
GM Stock \$1-2/3 Par Value Option (Right To Buy) ⁽³⁾	\$ 33.17					01/09/1996 ⁽³⁾ 01/10/2005	General Motors Common Stock, \$1-2/3 Par Value	13,040
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	13,040
	\$ 44.73					02/03/1998 ⁽³⁾ 02/04/2007		15,648

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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>	\$ 46.59		01/12/1999 ⁽³⁾	01/13/2008	General Motors Common Stock, \$1-2/3 Par Value 15,626
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(3)</u>	\$ 71.53		01/11/2000 ⁽³⁾	01/12/2009	General Motors Common Stock, \$1-2/3 Par Value 18,030
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 16,000
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 17,000
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 17,000

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 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 01/23/04. 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.