

ONEAL E STANLEY
Form 4
January 04, 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 *
ONEAL E STANLEY

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 MC:
482-C38-B71

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2004

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

(Street)

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

DETROIT, MI 482653000

(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	(D)	Price
General Motors Common Stock, \$1-2/3 Par Value					1,000	D		

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
GM Stock \$1-2/3 Par Value, Restricted Stock ⁽¹⁾	\$ 0	12/31/2004		A	3,781	<u>(1)</u> <u>(1)</u>	General Motors Common Stock, \$1-2/3 Par Value	3,781
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	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ONEAL E STANLEY 300 RENAISSANCE CENTER MC: 482-C38-B71 DETROIT, MI 482653000	X			

Signatures

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

01/04/2005

__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) Restricted Stock Units credited pursuant to Rule 16b-3 qualified GM Compensation Plan for Non-Employee Directors. Deferred compensation, equal to the retainers earned during the year, is credited annually on each December 31. The deferred compensation is converted into Restricted Stock Units at the average daily closing market price of GM Common Stock for such year. The amounts credited during the year also include dividend equivalents on such Restricted Stock Units. Pursuant to such Plan, the Restricted Stock

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Units are deferred until after the director's retirement from GM and are paid in cash. The Restricted Stock Units convert on a one for one basis. The price of zero is fictional and only used for purposes of facilitating the electronic filing of this Form.

- (2) Director stock option granted pursuant to Section 16b-3 qualified General Motors Compensation Plan for Non-Employee Directors. The stock option vests in three equal annual installments, with the first installment exercisable on the date indicated.

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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