

SCHMIDT PAUL W  
Form 4  
December 14, 2004

**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 \*  
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)

12/13/2004

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	(A) or (D)	Price
General Motors Common Stock, \$1-2/3 Par Value	12/13/2004		M		13,040	A	\$ 33.17
General Motors Common Stock, \$1-2/3 Par Value	12/13/2004		F		11,121	D	\$ 38.89

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General  
Motors  
Common  
Stock,  
\$1-2/3 Par  
Value  
12/13/2004  
F 466 D \$ 38.89 19,786 D

General  
Motors  
Common  
Stock,  
\$1-2/3 Par  
Value  
2,213 I Trust <sup>(1)</sup>

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.**

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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)
				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) <sup>(2)</sup>	\$ 33.17	12/13/2004		M	13,040	01/09/1996 <sup>(2)</sup> 01/10/2005	General Motors Common Stock, \$1-2/3 Par Value 13,040
GM Phantom Stock Units \$1-2/3 Par Value	\$ 0					<sup>(3)</sup> <sup>(3)</sup>	General Motors Common Stock, \$1-2/3 Par Value 1,387

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Com Stock <sup>(3)</sup>					
GM Stock \$1-2/3 Par Value	\$ 40.07	02/05/1997 <sup>(2)</sup>	02/06/2006	General Motors Common Stock, \$1-2/3 Par Value	13,04
Option (Right to Buy) <sup>(2)</sup>					
GM Stock \$1-2/3 Par Value	\$ 44.73	02/03/1998 <sup>(2)</sup>	02/04/2007	General Motors Common Stock, \$1-2/3 Par Value	15,64
Option (Right to Buy) <sup>(2)</sup>					
GM Stock \$1-2/3 Par Value	\$ 46.59	01/12/1999 <sup>(2)</sup>	01/13/2008	General Motors Common Stock, \$1-2/3 Par Value	15,62
Option (Right to Buy) <sup>(2)</sup>					
GM Stock \$1-2/3 Par Value	\$ 71.53	01/11/2000 <sup>(2)</sup>	01/12/2009	General Motors Common Stock, \$1-2/3 Par Value	18,03
Option (Right to Buy) <sup>(2)</sup>					
GM Stock \$1-2/3 Par Value	\$ 75.5	01/10/2001 <sup>(2)</sup>	01/11/2010	General Motors Common Stock, \$1-2/3 Par Value	16,00
Option (Right to Buy) <sup>(2)</sup>					
GM Stock \$1-2/3 Par Value	\$ 52.35	01/08/2002 <sup>(2)</sup>	01/09/2011	General Motors Common Stock, \$1-2/3	17,00

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Option (Right to Buy) <u>(2)</u>				Par Value	
GM Stock \$1-2/3 Par Value	\$ 50.46	01/07/2003 <sup>(2)</sup>	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	17,000
Option (Right to Buy) <u>(2)</u>					
GM Stock \$1-2/3 Par Value	\$ 50.82	02/04/2003 <sup>(2)</sup>	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	8,500
Option (Right to Buy) <u>(2)</u>					
GM Stock \$1-2/3 Par Value	\$ 40.05	01/21/2004 <sup>(2)</sup>	01/22/2013	General Motors Common Stock, \$1-2/3 Par Value	17,000
Option (Right To Buy) <u>(2)</u>					
GM Stock \$1-2/3 Par Value	\$ 53.92	01/23/2005 <sup>(2)</sup>	01/24/2014	General Motors Common Stock, \$1-2/3 Par Value	13,600
Option (Right to Buy) <u>(2)</u>					
GM Stock \$1-2/3 Par Value, Deferred Stock Units <u>(4)</u>	\$ 0	<u>(4)</u>	<u>(4)</u>	General Motors Common Stock, \$1-2/3 Par Value	13,240

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHMIDT PAUL W 300 RENAISSANCE CENTER DETROIT, MI 482653000			Controller	

**Signatures**

By: Martin I. Darvick - Attorney-in-Fact for	12/14/2004
<u>                        </u> **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) 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.
- (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 12/31/03. 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 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.