

KATEN KAREN L  
Form 4  
January 04, 2005

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
Number: 3235-0287  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KATEN KAREN L

(Last) (First) (Middle)

300 RENAISSANCE CENTER, MC:  
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)

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)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
				Code V Amount (D) Price			
General Motors Common Stock, \$1-2/3 Par Value					6,000	D	

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  
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
GM Stock \$1-2/3 Par Value, Restricted Stock <sup>(1)</sup>	\$ 0	12/31/2004		A		5,925		<u>(1)</u>	<u>(1)</u>	General Motors Common Stock, \$1-2/3 Par Value	5,925
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(2)</sup>	\$ 75.5							01/10/2001	01/11/2010	General Motors Common Stock, \$1-2/3 Par Value	2,311
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(2)</sup>	\$ 52.35							01/08/2002	01/09/2011	General Motors Common Stock, \$1-2/3 Par Value	2,830
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	3,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KATEN KAREN L 300 RENAISSANCE CENTER MC: 482-C38-B71	X			

DETROIT, MI 482653000

## 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 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 options granted pursuant to Section 16b-3 qualified General Motors Compensation Plan for Non-Employee Directors.
- (3) 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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