

HENDERSON FREDERICK A

Form 4

January 25, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HENDERSON FREDERICK A

(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)

01/24/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Group Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
General Motors Common Stock, \$1-2/3 Par Value				(A) or (D)			
			Code	V	Amount	(D)	Price
General Motors Common Stock, \$1-2/3 Par					8,529	D	
General Motors Common Stock, \$1-2/3 Par					5,111	I	Trust ⁽¹⁾

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Value

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)			
				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) ⁽²⁾	\$ 44.73							02/03/1998 ⁽²⁾	02/04/2007	General Motors Common Stock, \$1-2/3 Par Value	12,91
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾	\$ 46.59							01/12/1999 ⁽²⁾	01/13/2008	General Motors Common Stock, \$1-2/3 Par Value	18,03
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾	\$ 71.53							01/11/2000 ⁽²⁾	01/12/2009	General Motors Common Stock, \$1-2/3 Par Value	20,43
GM Stock \$1-2/3	\$ 75.5							01/10/2001 ⁽²⁾	01/11/2010	General Motors Common	30,00

Par Value Option (Right to Buy) <u>(2)</u>				Stock, \$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(2)</u>	\$ 52.35	01/08/2002 <u>(2)</u>	01/09/2011	General Motors Common Stock, \$1-2/3 Par Value	45,00
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(2)</u>	\$ 50.46	01/07/2003 <u>(2)</u>	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	55,00
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(2)</u>	\$ 50.82	02/04/2003 <u>(2)</u>	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	35,00
GM Stock \$1-2/3 Par Value Option (Right To Buy) <u>(2)</u>	\$ 40.05	01/21/2004 <u>(2)</u>	01/22/2013	General Motors Common Stock, \$1-2/3 Par Value	55,00
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(2)</u>	\$ 53.92	01/23/2005 <u>(2)</u>	01/24/2014	General Motors Common Stock, \$1-2/3 Par Value	50,00
GM	\$ 0	<u>(4)</u>	<u>(4)</u>	General	32,76

Stock \$1-2/3 Par Value, Deferred Stock Units ⁽⁴⁾								Motors Common Stock, \$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾	\$ 36.37	01/24/2005	A	50,000	01/24/2006 ⁽²⁾	01/25/2015		General Motors Common Stock, \$1-2/3 Par Value	50,000
GM Phantom Stock Units \$1-2/3 Par Value Com Stock ⁽³⁾	\$ 0				⁽³⁾	⁽³⁾		General Motors Common Stock, \$1-2/3 Par Value	2,387
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾	\$ 40.07				02/05/1997 ⁽²⁾	02/06/2006		General Motors Common Stock, \$1-2/3 Par Value	2,492

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENDERSON FREDERICK A 300 RENAISSANCE CENTER, P.O. BOX 300 MAIL CODE: 482-C38-B71 DETROIT, MI 482653000			Group Vice President	

Signatures

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

01/25/2005

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) Shares held in trust under General Motors Savings Stock Purchase Program as of 12/31/04. 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. Date shown is the date the first installment is/was exercisable.
- (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 12/31/04. 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 12/31/04. 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.

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