

STEPHENS THOMAS G
Form 4
January 10, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
STEPHENS THOMAS G

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)
777 JOSLIN AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/07/2005

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Group Vice President

PONTIAC, MI 483402925

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(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)	(A) or (D)	5. Amount or Price	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)
General Motors Common Stock, \$1-2/3 Par Value	01/07/2005		M	10,025	A	\$ 33.17	25,168	D	
General Motors Common Stock, \$1-2/3 Par Value	01/07/2005		F	8,454	D	\$ 39.33	16,714	D	

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General
Motors
Common
Stock,
\$1-2/3 Par
Value
01/07/2005
F 578 D \$ 39.33 16,136 D

General
Motors
Common
Stock,
\$1-2/3 Par
Value
470 I Trust ⁽¹⁾

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. SEC 1474 (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 Security (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⁾	\$ 33.17	01/07/2005		M	10,025	01/09/1996 ⁽²⁾ 01/10/2005	General Motors Common Stock, \$1-2/3 Par Value	10,025
GM Phantom Stock Units \$1-2/3 Par Value	\$ 0 ⁽³⁾					⁽³⁾ ⁽³⁾	General Motors Common Stock, \$1-2/3 Par Value	2,300

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Com Stock ⁽³⁾					
GM Stock \$1-2/3 Par Value	\$ 40.07	02/05/1997 ⁽²⁾	02/06/2006	General Motors Common Stock, \$1-2/3 Par Value	15,
Option (Right to Buy) ⁽²⁾					
GM Stock \$1-2/3 Par Value	\$ 44.73	02/03/1998 ⁽²⁾	02/04/2007	General Motors Common Stock, \$1-2/3 Par Value	18,
Option (Right to Buy) ⁽²⁾					
GM Stock \$1-2/3 Par Value	\$ 46.59	01/12/1999 ⁽²⁾	01/13/2008	General Motors Common Stock, \$1-2/3 Par Value	18,
Option (Right to Buy) ⁽²⁾					
GM Stock \$1-2/3 Par Value	\$ 71.53	01/11/2000 ⁽²⁾	01/12/2009	General Motors Common Stock, \$1-2/3 Par Value	20,
Option (Right to Buy) ⁽²⁾					
GM Stock \$1-2/3 Par Value	\$ 75.5	01/10/2001 ⁽²⁾	01/11/2010	General Motors Common Stock, \$1-2/3 Par Value	18,
Option (Right to Buy) ⁽²⁾					
GM Stock \$1-2/3 Par Value	\$ 52.35	01/08/2002 ⁽²⁾	01/09/2011	General Motors Common Stock, \$1-2/3	20,

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Option (Right to Buy) ⁽²⁾				Par Value	
GM Stock \$1-2/3 Par Value	\$ 50.46	01/07/2003 ⁽²⁾	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	40,
Option (Right to Buy) ⁽²⁾					
GM Stock \$1-2/3 Par Value	\$ 50.82	02/04/2003 ⁽²⁾	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	20,
Option (Right to Buy) ⁽²⁾					
GM Stock \$1-2/3 Par Value	\$ 40.05	01/21/2004 ⁽²⁾	01/22/2013	General Motors Common Stock, \$1-2/3 Par Value	40,
Option (Right To Buy) ⁽²⁾					
GM Stock \$1-2/3 Par Value	\$ 53.92	01/23/2005 ⁽²⁾	01/24/2014 ⁽²⁾	General Motors Common Stock, \$1-2/3 Par Value	32,
Option (Right to Buy) ⁽²⁾					
GM Stock \$1-2/3 Par Value, Deferred Stock Units ⁽⁴⁾	\$ 0 ⁽⁴⁾	⁽⁴⁾	⁽⁴⁾	General Motors Common Stock, \$1-2/3 Par Value	39,

