

BARCLAY KATHLEEN S

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 *
BARCLAY KATHLEEN S

(Last) (First) (Middle)

300 RENAISSANCE CENTER
M/C: 482-C32-D86

(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 ____ Other (specify
below) below)

GM 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)	5,830	D	
General Motors Common Stock, \$1-2/3 Par Value				(A) or (D)	1,525	I	Trust ⁽¹⁾

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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⁾	\$ 36.37	01/24/2005		A		17,600		01/24/2006 ⁽²⁾	01/25/2015	General Motors Common Stock, \$1-2/3 Par Value	17,600
GM Phantom Stock Units \$1-2/3 Par Value Com Stock ⁽³⁾	\$ 0							⁽³⁾	⁽³⁾	General Motors Common Stock, \$1-2/3 Par Value	1,763
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	3,063
GM Stock \$1-2/3 Par	\$ 44.73							02/03/1998 ⁽²⁾	02/04/2007	General Motors Common Stock,	5,997

Value Option (Right to Buy) <u>(2)</u>					\$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value	\$ 46.59		01/12/1999 <u>(2)</u>	01/13/2008	General Motors Common Stock, \$1-2/3 Par Value	6,010
Option (Right to Buy) <u>(2)</u>						
GM Stock \$1-2/3 Par Value	\$ 71.53		01/11/2000 <u>(2)</u>	01/12/2009	General Motors Common Stock, \$1-2/3 Par Value	16,82
Option (Right to Buy) <u>(2)</u>						
GM Stock \$1-2/3 Par Value	\$ 75.5		01/10/2001 <u>(2)</u>	01/11/2010	General Motors Common Stock, \$1-2/3 Par Value	16,00
Option (Right to Buy) <u>(2)</u>						
GM Stock \$1-2/3 Par Value	\$ 52.35		01/08/2002 <u>(2)</u>	01/09/2011	General Motors Common Stock, \$1-2/3 Par Value	20,00
Option (Right to Buy) <u>(2)</u>						
GM Stock \$1-2/3 Par Value	\$ 50.46		01/07/2003 <u>(2)</u>	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	22,00
Option (Right to Buy) <u>(2)</u>						
GM Stock \$1-2/3	\$ 50.82		02/04/2003 <u>(2)</u>	02/05/2012	General Motors Common	15,00

Par
Value
Option
(Right to
Buy) (2)

Stock,
\$1-2/3
Par Value

GM
Stock
\$1-2/3
Par
Value \$ 40.05
Option
(Right
To Buy)
(2)

01/21/2004(2) 01/22/2013

General
Motors
Common
Stock,
\$1-2/3
Par Value 22,00

GM
Stock
\$1-2/3
Par
Value \$ 53.92
Option
(Right to
Buy) (2)

01/23/2005(2) 01/24/2014

General
Motors
Common
Stock,
\$1-2/3
Par Value 17,60

GM
Stock
\$1-2/3
Par
Value, \$ 0
Deferred
Stock
Units (4)

(4)

(4)

General
Motors
Common
Stock,
\$1-2/3
Par Value 15,17

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARCLAY KATHLEEN S 300 RENAISSANCE CENTER M/C: 482-C32-D86 DETROIT, MI 482653000			GM 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. 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.