

KEMPSTON DARKES V MAUREEN
 Form 4
 January 25, 2005

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 *
KEMPSTON DARKES V MAUREEN

(Last) (First) (Middle)

HUNTINGTON CENTRE 1, 2901 S.W. 149TH AVE., SUITE 400

(Street)

MIRAMAR, FL 33027

(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
 Officer (give title below) _____ Other (specify below)

Group Vice President

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)
General Motors Common Stock, \$1-2/3 Par Value				(A) or (D)	17,532	D ⁽¹⁾	
General Motors Common Stock, \$1-2/3 Par Value				(A) or (D)	1,569	I	By Fidelity Group Trustee ⁽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)	Amount or Number of Shares
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾	\$ 36.37	01/24/2005		A	36,000	01/24/2006 ⁽²⁾ 01/25/2015	General Motors Common Stock, \$1-2/3 Par Value	36,000
GM Phantom Stock Units \$1-2/3 Par Value Com Stock ⁽³⁾	\$ 0					⁽³⁾ ⁽³⁾	General Motors Common Stock, \$1-2/3 Par Value	1,069
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	15,640
GM Stock \$1-2/3 Par	\$ 44.73					02/03/1998 ⁽²⁾ 02/04/2007	General Motors Common Stock,	16,950

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Value Option (Right to Buy) <u>(2)</u>				\$1-2/3 Par Value	
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	18,00
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	19,00
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	40,00
Option (Right to Buy) <u>(2)</u>					
GM Stock \$1-2/3 Par Value	\$ 50.82	02/04/2003 <u>(2)</u>	02/05/2012	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	\$ 40.05	01/21/2004 <u>(2)</u>	01/22/2013	General Motors Common Stock, \$1-2/3 Par Value	45,00
Option (Right To Buy) <u>(2)</u>					
GM Stock	\$ 53.92	01/23/2005 <u>(2)</u>	01/24/2014	General Motors	36,00

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 Canadian Savings Stock Purchase Program as of December 31, 2004. Fidelity Group, Trustee. Shares owned pursuant to Rule 16b-3 exempt employee savings plan. In October 2004, 8,117 Shares were transferred to direct ownership.
- (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.