

GENERAL MOTORS CORP

Form 4

October 28, 2004

**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 \*  
**WAGONER G RICHARD JR**

(Last) (First) (Middle)

300 RENAISSANCE CENTER, P.O.  
BOX 300, MAIL CODE:  
482-C38-B71

(Street)

2. Issuer Name **and** Ticker or Trading  
Symbol

**GENERAL MOTORS CORP [GM]**

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

10/27/2004

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chairman & CEO

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

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

DETROIT, MI 482653000

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)                         | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                                               |                                         |                                                             | Code                                    | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| General<br>Motors<br>Common<br>Stock,<br>\$1-2/3 Par<br>Value | 10/27/2004                              |                                                             | I                                       |                                                                         | 1,101                                                                                                              | A                                                                    | \$<br>38.08                                                       |
| General<br>Motors<br>Common<br>Stock,<br>\$1-2/3 Par          |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                      | 125,935                                                           |
|                                                               |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                      | D                                                                 |
|                                                               |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                      | Trust <sup>(1)</sup>                                              |

Value

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<br>Derivative<br>Security<br>(Instr. 3)                           | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4)  |
|-------------------------------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------------|
|                                                                               |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date Exercisable<br>Expiration<br>Date                         | Title<br>Amount<br>Number<br>Shares                                  |
| GM Phantom<br>Stock Units<br>\$1-2/3 Par<br>Value Com<br>Stock <sup>(2)</sup> | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                                       | <sup>(2)</sup> <sup>(2)</sup>                                  | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value 9,287  |
| GM Stock<br>\$1-2/3 Par<br>Value Option<br>(Right to<br>Buy) <sup>(3)</sup>   | \$ 40.07                                                              |                                         |                                                             |                                         |                                                                                                                       | 02/05/1997 <sup>(3)</sup> 02/06/2006                           | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value 127,91 |
| GM Stock<br>\$1-2/3 Par<br>Value Option<br>(Right to<br>Buy) <sup>(3)</sup>   | \$ 44.73                                                              |                                         |                                                             |                                         |                                                                                                                       | 02/03/1998 <sup>(3)</sup> 02/04/2007                           | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value 130,41 |
| GM Stock<br>\$1-2/3 Par<br>Value Option<br>(Right to<br>Buy) <sup>(3)</sup>   | \$ 46.59                                                              |                                         |                                                             |                                         |                                                                                                                       | 01/12/1999 <sup>(3)</sup> 01/13/2008                           | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value 120,20 |
|                                                                               | \$ 71.53                                                              |                                         |                                                             |                                         |                                                                                                                       | 01/11/2000 <sup>(3)</sup> 01/12/2009                           | 210,35                                                               |

|                                                                         |          |                           |            |                                                               |         |
|-------------------------------------------------------------------------|----------|---------------------------|------------|---------------------------------------------------------------|---------|
| GM Stock<br>\$1-2/3 Par<br>Value Option<br>(Right to<br>Buy) <u>(3)</u> |          |                           |            | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value |         |
| GM Stock<br>\$1-2/3 Par<br>Value Option<br>(Right to<br>Buy) <u>(3)</u> | \$ 75.5  | 01/10/2001 <sup>(3)</sup> | 01/11/2010 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 200,000 |
| GM Stock<br>\$1-2/3 Par<br>Value Option<br>(Right to<br>Buy) <u>(3)</u> | \$ 70.1  | 06/01/2001 <sup>(3)</sup> | 06/02/2010 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 50,000  |
| GM Stock<br>\$1-2/3 Par<br>Value Option<br>(Right to<br>Buy) <u>(3)</u> | \$ 52.35 | 01/08/2002 <sup>(3)</sup> | 01/09/2011 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 400,000 |
| GM Stock<br>\$1-2/3 Par<br>Value Option<br>(Right to<br>Buy) <u>(3)</u> | \$ 50.46 | 01/07/2003 <sup>(3)</sup> | 01/08/2012 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 500,000 |
| GM Stock<br>\$1-2/3 Par<br>Value Option<br>(Right to<br>Buy) <u>(3)</u> | \$ 50.82 | 02/04/2003 <sup>(3)</sup> | 02/05/2012 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 100,000 |
| GM Stock<br>\$1-2/3 Par<br>Value Option<br>(Right To<br>Buy) <u>(3)</u> | \$ 40.05 | 01/21/2004 <sup>(3)</sup> | 01/22/2013 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 500,000 |
| GM Stock<br>\$1-2/3 Par<br>Value Option<br>(Right to<br>Buy) <u>(3)</u> | \$ 53.92 | 01/23/2005 <sup>(3)</sup> | 01/24/2014 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3              | 400,000 |

|                                                                            |      |  |            |            |                                                               |         |
|----------------------------------------------------------------------------|------|--|------------|------------|---------------------------------------------------------------|---------|
|                                                                            |      |  |            |            | Par Value                                                     |         |
| GM Stock<br>\$1-2/3 Par<br>Value,<br>Restricted<br>Stock <u>(4)</u>        | \$ 0 |  | <u>(4)</u> | <u>(4)</u> | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 125,000 |
| Performance<br>Shares - GM<br>Com Stock<br>\$1-2/3 Par<br>Value <u>(5)</u> | \$ 0 |  | <u>(5)</u> | <u>(5)</u> | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 21,710  |

## Reporting Owners

| Reporting Owner Name / Address                                                                                  | Relationships |           |                |       |
|-----------------------------------------------------------------------------------------------------------------|---------------|-----------|----------------|-------|
|                                                                                                                 | Director      | 10% Owner | Officer        | Other |
| WAGONER G RICHARD JR<br>300 RENAISSANCE CENTER, P.O. BOX 300<br>MAIL CODE: 482-C38-B71<br>DETROIT, MI 482653000 | X             |           | Chairman & CEO |       |

## Signatures

By: Martin I. Darvick -  
Attorney-in-Fact for 10/28/2004

\*\*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 Stock Purchase Program as of 12/31/03. State Street Bank & Trust Co., Trustee. Shares owned pursuant to Rule 16b-3 exempt employee savings plan.
- 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 12/31/03. The price of zero is fictional and only used for purposes of facilitating the electronic filing of this Form.
- (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.
- The Restricted Stock Units were accrued under the Rule 16b-3 qualified General Motors Annual Incentive Plan. Dividend equivalents are earned on each Restricted Stock Unit. Units held as of 01/23/04. The Restricted 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.
- (3) Performance shares will be delivered in stock upon my retirement. Shares originally awarded under Rule 16b-3 qualified GM Performance Achievement Plan in the form of deferred stock units. Dividend equivalents are earned on each Performance Share.
- (4) Performance Shares held as of 01/23/04. The Performance Shares 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.

## Edgar Filing: GENERAL MOTORS CORP - Form 4

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