

GENERAL MOTORS CORP

Form 4

January 04, 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 *
LASKAWY PHILIP 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)

12/31/2004

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)

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)
				(A) or (D)			
				Code V Amount (D) Price			
General Motors Common Stock, \$1-2/3 Par Value					2,000	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

number.

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)	8. Pr Der Secu (Instr
				Code	V	(A)	(D)	
GM Stock \$1-2/3 Par Value, Restricted Stock <u>(1)</u>	\$ 0	12/31/2004		A		3,612	<u>(1)</u>	<u>(1)</u>
							General Motors Common Stock, \$1-2/3 Par Value	3,612

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LASKAWY PHILIP A
300 RENAISSANCE CENTER, P.O. BOX 300
MAIL CODE: 482-C38-B71
DETROIT, MI 482653000

X

Signatures

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

01/04/2005

**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) Restricted Stock Units credited pursuant to Rule 16b-3 qualified GM Compensation Plan for Non-Employee Directors. Deferred compensation, equal to the retainers earned during the year, is credited annually on each December 31. The deferred compensation is converted into Restricted Stock Units at the average daily closing market price of GM Common Stock for such year. The amounts credited during the year also include dividend equivalents on such Restricted Stock Units. Pursuant to such Plan, the Restricted Stock Units are deferred until after the director's retirement from GM and are paid in cash. The Restricted Stock Units convert on a one for one 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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