

BARCLAY KATHLEEN S
Form 4
December 01, 2004

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

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 *
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)

11/30/2004

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)
GM 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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
General Motors Common Stock, \$1-2/3 Par Value	11/30/2004		G	V 85 D \$ 0 5,830		D	
General Motors Common Stock, \$1-2/3 Par Value					1,320	I	Trust ⁽¹⁾

Edgar Filing: BARCLAY KATHLEEN S - Form 4

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
GM Phantom Stock Units \$1-2/3 Par Value Com Stock ⁽²⁾	\$ 0					<u>(2)</u> <u>(2)</u>	General Motors Common Stock, \$1-2/3 Par Value	1,352
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽³⁾	\$ 40.07					02/05/1997 ⁽³⁾ 02/06/2006	General Motors Common Stock, \$1-2/3 Par Value	3,063
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽³⁾	\$ 44.73					02/03/1998 ⁽³⁾ 02/04/2007	General Motors Common Stock, \$1-2/3 Par Value	5,997
GM Stock	\$ 46.59					01/12/1999 ⁽³⁾ 01/13/2008	General Motors	6,010

Edgar Filing: BARCLAY KATHLEEN S - Form 4

\$1-2/3 Par Value Option (Right to Buy) ⁽³⁾				Common Stock, \$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽³⁾	\$ 71.53	01/11/2000 ⁽³⁾	01/12/2009	General Motors Common Stock, \$1-2/3 Par Value	16,828
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽³⁾	\$ 75.5	01/10/2001 ⁽³⁾	01/11/2010	General Motors Common Stock, \$1-2/3 Par Value	16,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽³⁾	\$ 52.35	01/08/2002 ⁽³⁾	01/09/2011	General Motors Common Stock, \$1-2/3 Par Value	20,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽³⁾	\$ 50.46	01/07/2003 ⁽³⁾	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	22,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽³⁾	\$ 50.82	02/04/2003 ⁽³⁾	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	15,000
GM	\$ 40.05	01/21/2004 ⁽³⁾	01/22/2013	General	22,000

Edgar Filing: BARCLAY KATHLEEN S - Form 4

- (3) 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.
- (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 01/23/04. 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.