

CLARKE TROY A
Form 4
December 01, 2004

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 *
CLARKE TROY A

2. Issuer Name and Ticker or Trading Symbol
GENERAL MOTORS CORP [GM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
300 RENAISSANCE CENTER, P.O.
BOX 300, MAIL CODE:
482-C38-B71

3. Date of Earliest Transaction
(Month/Day/Year)
11/30/2004

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Group Vice President

(Street)
DETROIT, MI 482653000

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

(City) (State) (Zip)

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		M		3,946	A	\$ 33.17
General Motors Common Stock, \$1-2/3 Par	11/30/2004		F		3,384	D	\$ 38.67
							14,504
							11,120

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Value

General
Motors

Common
Stock,
\$1-2/3 Par
Value

11/30/2004

F

159

D

\$
38.67

10,961

D

General
Motors

Common
Stock,
\$1-2/3 Par
Value

1,101

I

Trust ⁽¹⁾

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⁾	\$ 33.17	11/30/2004		M	3,946	01/09/1996 ⁽²⁾ 01/10/2005	General Motors Common Stock, \$1-2/3 Par Value 3,946
GM Phantom Stock Units \$1-2/3	\$ 0					⁽³⁾ ⁽³⁾	General Motors Common Stock, \$1-2/3 1,343

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Par Value			Par Value	
Com Stock ⁽³⁾				
GM Stock \$1-2/3 Par Value	\$ 40.07	02/05/1997 ⁽²⁾	02/06/2006	General Motors Common Stock, \$1-2/3 Par Value
Option (Right to Buy) ⁽²⁾				6,650
GM Stock \$1-2/3 Par Value	\$ 44.73	02/03/1998 ⁽²⁾	02/04/2007	General Motors Common Stock, \$1-2/3 Par Value
Option (Right to Buy) ⁽²⁾				6,911
GM Stock \$1-2/3 Par Value	\$ 46.59	01/12/1999 ⁽²⁾	01/13/2008	General Motors Common Stock, \$1-2/3 Par Value
Option (Right to Buy) ⁽²⁾				14,424
GM Stock \$1-2/3 Par Value	\$ 71.53	01/11/2000 ⁽²⁾	01/12/2009	General Motors Common Stock, \$1-2/3 Par Value
Option (Right to Buy) ⁽²⁾				19,232
GM Stock \$1-2/3 Par Value	\$ 75.5	01/10/2001 ⁽²⁾	01/11/2010	General Motors Common Stock, \$1-2/3 Par Value
Option (Right to Buy) ⁽²⁾				17,000
GM Stock \$1-2/3	\$ 52.35	01/08/2002 ⁽²⁾	01/09/2011	General Motors Common
				18,000

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Par Value Option (Right to Buy) <u>(2)</u>				Stock, \$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(2)</u>	\$ 50.46	01/07/2003 <u>(2)</u>	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	20,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(2)</u>	\$ 50.82	02/04/2003 <u>(2)</u>	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	12,000
GM Stock \$1-2/3 Par Value Option (Right To Buy) <u>(2)</u>	\$ 40.05	01/21/2004 <u>(2)</u>	01/22/2013	General Motors Common Stock, \$1-2/3 Par Value	35,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(2)</u>	\$ 53.92	01/23/2005 <u>(2)</u>	01/24/2014	General Motors Common Stock, \$1-2/3 Par Value	28,000
GM Stock \$1-2/3 Par Value, Deferred Stock Units <u>(4)</u>	\$ 0	<u>(4)</u>	<u>(4)</u>	General Motors Common Stock, \$1-2/3 Par Value	2,610

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARKE TROY A 300 RENAISSANCE CENTER, P.O. BOX 300 MAIL CODE: 482-C38-B71 DETROIT, MI 482653000				Group Vice President

Signatures

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

12/01/2004

__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 12/31/01. 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.
 - (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 01/23/04. 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 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.

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