

BRYAN JOHN H  
 Form 4  
 January 04, 2005

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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**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 \*  
**BRYAN JOHN H**

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)  
 12/31/2004

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(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)
				(A) or (D)	Amount		
			Code	V	Amount	(D)	Price
General Motors Common Stock, \$1-2/3 Par Value					6,603	D	

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**

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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
GM Stock \$1-2/3 Par Value, Restricted Stock <sup>(1)</sup>	\$ 0	12/31/2004		A	4,948	<u>(1)</u> <u>(1)</u>	General Motors Common Stock, \$1-2/3 Par Value	4,948
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(2)</sup>	\$ 44.73					02/03/1998 02/04/2007	General Motors Common Stock, \$1-2/3 Par Value	1,302
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(2)</sup>	\$ 46.59					01/12/1999 01/13/2008	General Motors Common Stock, \$1-2/3 Par Value	1,202
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(2)</sup>	\$ 71.53					01/11/2000 01/12/2009	General Motors Common Stock, \$1-2/3 Par Value	1,093
GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(2)</sup>	\$ 75.5					01/10/2001 01/11/2010	General Motors Common Stock, \$1-2/3 Par Value	2,311
	\$ 52.35					01/08/2002 01/09/2011		2,830

