

BRYAN JOHN H
 Form 4
 January 04, 2005

FORM 4

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

OMB APPROVAL

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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

(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 Ownership (Instr. 4)
				(A) or (D)	Amount or 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.

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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 ⁽¹⁾	\$ 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) ⁽²⁾	\$ 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) ⁽²⁾	\$ 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) ⁽²⁾	\$ 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) ⁽²⁾	\$ 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

