

FELDSTEIN ERIC A
Form 4
January 25, 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 *
FELDSTEIN ERIC A

(Last) (First) (Middle)

767 FIFTH AVENUE, 24TH FLOOR

(Street)

NEW YORK, NY 10153

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

GENERAL MOTORS CORP [GM]

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

01/24/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

GM Group Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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)
General Motors Common Stock, \$1-2/3 Par Value				(A)	11,767	D	
General Motors Common Stock, \$1-2/3 Par Value				(A) or (D)	2,496	I	Trust ⁽¹⁾

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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)	Amount or Number of Shares
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾	\$ 36.37	01/24/2005		A	30,400	01/24/2006 ⁽²⁾ 01/25/2015	General Motors Common Stock, \$1-2/3 Par Value	30,400
GM Phantom Stock Units \$1-2/3 Par Value Com Stock ⁽³⁾	\$ 0					⁽³⁾ ⁽³⁾	General Motors Common Stock, \$1-2/3 Par Value	1,854
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾	\$ 44.73					02/03/1998 ⁽²⁾ 02/04/2007	General Motors Common Stock, \$1-2/3 Par Value	12,111
GM Stock \$1-2/3 Par	\$ 46.59					01/12/1999 ⁽²⁾ 01/13/2008	General Motors Common Stock,	13,488

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Value Option (Right to Buy) <u>(2)</u>				\$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value	\$ 71.53	01/11/2000 <u>(2)</u>	01/12/2009	General Motors Common Stock, \$1-2/3 Par Value	18,03
Option (Right to Buy) <u>(2)</u>					
GM Stock \$1-2/3 Par Value	\$ 75.5	01/10/2001 <u>(2)</u>	01/11/2010	General Motors Common Stock, \$1-2/3 Par Value	17,00
Option (Right to Buy) <u>(2)</u>					
GM Stock \$1-2/3 Par Value	\$ 52.35	01/08/2002 <u>(2)</u>	01/09/2011	General Motors Common Stock, \$1-2/3 Par Value	20,00
Option (Right to Buy) <u>(2)</u>					
GM Stock \$1-2/3 Par Value	\$ 50.46	01/07/2003 <u>(2)</u>	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	30,00
Option (Right to Buy) <u>(2)</u>					
GM Stock \$1-2/3 Par Value	\$ 50.82	02/04/2003 <u>(2)</u>	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	18,00
Option (Right to Buy) <u>(2)</u>					
GM Stock \$1-2/3	\$ 40.05	01/21/2004 <u>(2)</u>	01/22/2013	General Motors Common	38,00

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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 12/31/04. 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.

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