

GENERAL MOTORS CORP  
Form 4  
October 28, 2004

**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 \*  
WAGONER G RICHARD JR

(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)  
10/27/2004

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)  
Chairman & CEO

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)  | Price   |  |                                   |
| General Motors Common Stock, \$1-2/3 Par Value | 10/27/2004                           |  | I                              | 1,101 A   | \$ 38.08  | I  | Trust <sup>(1)</sup>              |
| General Motors Common Stock, \$1-2/3 Par       |                                      |  |                                |   | 125,935   | D  |                                   |

Value

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 Number Shares |
| GM Phantom Stock Units \$1-2/3 Par Value Com Stock <sup>(2)</sup> | \$ 0   |                                      |  |                                |   | <u>(2)</u>   | <u>(2)</u>  | General Motors Common Stock, \$1-2/3 Par Value | 9,287                |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(3)</sup>   | \$ 40.07   |                                      |  |                                |   | 02/05/1997 <sup>(3)</sup>                                | 02/06/2006  | General Motors Common Stock, \$1-2/3 Par Value | 127,91               |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(3)</sup>   | \$ 44.73   |                                      |  |                                |   | 02/03/1998 <sup>(3)</sup>                                | 02/04/2007  | General Motors Common Stock, \$1-2/3 Par Value | 130,41               |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) <sup>(3)</sup>   | \$ 46.59   |                                      |  |                                |   | 01/12/1999 <sup>(3)</sup>                                | 01/13/2008  | General Motors Common Stock, \$1-2/3 Par Value | 120,20               |
|   | \$ 71.53   |                                      |  |                                |   | 01/11/2000 <sup>(3)</sup>                                | 01/12/2009  |  | 210,35               |

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|   |          |                           |            |   |        |
|---|----------|---------------------------|------------|---|--------|
| GM Stock<br>\$1-2/3 Par<br>Value Option<br>(Right to<br>Buy) <u>(3)</u> |          |                           |            | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value |        |
| GM Stock<br>\$1-2/3 Par<br>Value Option<br>(Right to<br>Buy) <u>(3)</u> | \$ 75.5  | 01/10/2001 <sup>(3)</sup> | 01/11/2010 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 200,00 |
| GM Stock<br>\$1-2/3 Par<br>Value Option<br>(Right to<br>Buy) <u>(3)</u> | \$ 70.1  | 06/01/2001 <sup>(3)</sup> | 06/02/2010 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 50,00  |
| GM Stock<br>\$1-2/3 Par<br>Value Option<br>(Right to<br>Buy) <u>(3)</u> | \$ 52.35 | 01/08/2002 <sup>(3)</sup> | 01/09/2011 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 400,00 |
| GM Stock<br>\$1-2/3 Par<br>Value Option<br>(Right to<br>Buy) <u>(3)</u> | \$ 50.46 | 01/07/2003 <sup>(3)</sup> | 01/08/2012 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 500,00 |
| GM Stock<br>\$1-2/3 Par<br>Value Option<br>(Right to<br>Buy) <u>(3)</u> | \$ 50.82 | 02/04/2003 <sup>(3)</sup> | 02/05/2012 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 100,00 |
| GM Stock<br>\$1-2/3 Par<br>Value Option<br>(Right To<br>Buy) <u>(3)</u> | \$ 40.05 | 01/21/2004 <sup>(3)</sup> | 01/22/2013 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 500,00 |
| GM Stock<br>\$1-2/3 Par<br>Value Option<br>(Right to<br>Buy) <u>(3)</u> | \$ 53.92 | 01/23/2005 <sup>(3)</sup> | 01/24/2014 | General<br>Motors<br>Common<br>Stock,<br>\$1-2/3              | 400,00 |



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