

KOWALESKI THOMAS J
 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 *
KOWALESKI THOMAS J

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)
 01/24/2005

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 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)
				(A) or (D)	Price		
				Code	V	Amount	
General Motors Common Stock, \$1-2/3 Par Value						1,269	D
General Motors Common Stock, \$1-2/3 Par						1,447	I Trust ⁽¹⁾

Value

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 number.

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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⁾	\$ 72.26					04/05/2000 ⁽²⁾	04/06/2009	General Motors Common Stock, \$1-2/3 Par Value	4,808
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾	\$ 75.5					01/10/2001 ⁽²⁾	01/11/2010	General Motors Common Stock, \$1-2/3 Par Value	9,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾	\$ 52.35					01/08/2002 ⁽²⁾	01/09/2011	General Motors Common Stock, \$1-2/3 Par Value	11,000
GM Stock \$1-2/3 Par Value	\$ 50.46					01/07/2003 ⁽²⁾	01/08/2012	General Motors Common	11,000

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Par Value Option (Right to Buy) ⁽²⁾								Stock, \$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾	\$ 50.82					02/04/2003 ⁽²⁾	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	5,500
GM Stock \$1-2/3 Par Value Option (Right To Buy) ⁽²⁾	\$ 40.05					01/21/2004 ⁽²⁾	01/22/2013	General Motors Common Stock, \$1-2/3 Par Value	11,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾	\$ 53.92					01/23/2005 ⁽²⁾	01/24/2014	General Motors Common Stock, \$1-2/3 Par Value	12,800
GM Stock \$1-2/3 Par Value, Deferred Stock Units ⁽⁴⁾	\$ 0					⁽⁴⁾	⁽⁴⁾	General Motors Common Stock, \$1-2/3 Par Value	2,746
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾	\$ 36.37	01/24/2005	A	12,800		01/24/2006 ⁽²⁾	01/25/2015	General Motors Common Stock, \$1-2/3 Par Value	12,800
GM	\$ 0					⁽³⁾	⁽³⁾	General	746

