

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 ⁽¹⁾
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 ⁽²⁾	\$ 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) ⁽³⁾	\$ 40.07					02/05/1997 ⁽³⁾	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) ⁽³⁾	\$ 44.73					02/03/1998 ⁽³⁾	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) ⁽³⁾	\$ 46.59					01/12/1999 ⁽³⁾	01/13/2008	General Motors Common Stock, \$1-2/3 Par Value	120,20
	\$ 71.53					01/11/2000 ⁽³⁾	01/12/2009		210,35

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

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