

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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   |  |                                   |   |                      |
|  |                                      |  |                                | Code  | V   | Amount   |                                   |   |                      |
| General Motors Common Stock, \$1-2/3 Par Value | 10/27/2004                           |  | I                              | 1,101   | A   | \$ 38.08   | 16,005                            | 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.

**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.**

SEC 1474  
(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 |

|  |      |            |            |  |        |
|--|------|------------|------------|--|--------|
| GM Stock<br>\$1-2/3 Par<br>Value,<br>Restricted<br>Stock <sup>(4)</sup>        | \$ 0 | <u>(4)</u> | <u>(4)</u> | Par Value<br>General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 125,00 |
| Performance<br>Shares - GM<br>Com Stock<br>\$1-2/3 Par<br>Value <sup>(5)</sup> | \$ 0 | <u>(5)</u> | <u>(5)</u> | Par Value<br>General<br>Motors<br>Common<br>Stock,<br>\$1-2/3<br>Par Value | 21,71  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| WAGONER G RICHARD JR<br>300 RENAISSANCE CENTER, P.O. BOX 300<br>MAIL CODE: 482-C38-B71<br>DETROIT, MI 482653000 | X             |           | Chairman & CEO |       |

## Signatures

By: Martin I. Darvick -  
Attorney-in-Fact for

10/28/2004

    Signature of Reporting Person                      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares held in trust under General Motors Stock Purchase Program as of 12/31/03. State Street Bank & Trust Co., Trustee. Shares owned pursuant to Rule 16b-3 exempt employee savings plan.
- The Phantom Stock Units are held under Section 16b-3(c) exempt Rule 16b-3(b)(2) eligible excess benefit plan operated in conjunction with a qualified 401(k) plan. The Units are payable in cash upon separation from General Motors. These Units are being reported even though they are exempt under Rule 16b-3. Units held as of 12/31/03. The price of zero is fictional and only used for purposes of facilitating the electronic filing of this Form.
- (2) Employee stock option granted pursuant to Rule 16b-3 qualified General Motors Stock Incentive Plan. Stock option is exercisable in three equal annual installments, commencing, respectively, one, two and three years from the date of initial grant.
- The Restricted Stock Units were accrued under the Rule 16b-3 qualified General Motors Annual Incentive Plan. Dividend equivalents are earned on each Restricted Stock Unit. Units held as of 01/23/04. The Restricted 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.
- (3) Performance shares will be delivered in stock upon my retirement. Shares originally awarded under Rule 16b-3 qualified GM Performance Achievement Plan in the form of deferred stock units. Dividend equivalents are earned on each Performance Share.
- (5) Performance Shares held as of 01/23/04. The Performance Shares 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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