

SCHMIDT PAUL W
Form 4
December 14, 2004

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
SCHMIDT PAUL W

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Controller

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)	(A) or (D)	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)
			Code	V	Amount	Price		
General Motors Common Stock, \$1-2/3 Par Value	12/13/2004		M		13,040	A \$ 33.17	31,373	D
General Motors Common Stock, \$1-2/3 Par Value	12/13/2004		F		11,121	D \$ 38.89	20,252	D

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General
Motors
Common
Stock,
\$1-2/3 Par
Value
12/13/2004
F 466 D \$ 38.89 19,786 D

General
Motors
Common
Stock,
\$1-2/3 Par
Value
2,213 I Trust ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 or Number of Shares
GM Stock \$1-2/3 Par Value Option (Right To Buy) ⁽²⁾	\$ 33.17	12/13/2004		M	13,040	01/09/1996 ⁽²⁾ 01/10/2005	General Motors Common Stock, \$1-2/3 Par Value 13,040
GM Phantom Stock Units \$1-2/3 Par Value	\$ 0					⁽³⁾ ⁽³⁾	General Motors Common Stock, \$1-2/3 Par Value 1,387

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Com
Stock ⁽³⁾

GM Stock \$1-2/3 Par Value	\$ 40.07	02/05/1997 ⁽²⁾	02/06/2006	General Motors Common Stock, \$1-2/3 Par Value	13,04
Option (Right to Buy) ⁽²⁾					
GM Stock \$1-2/3 Par Value	\$ 44.73	02/03/1998 ⁽²⁾	02/04/2007	General Motors Common Stock, \$1-2/3 Par Value	15,64
Option (Right to Buy) ⁽²⁾					
GM Stock \$1-2/3 Par Value	\$ 46.59	01/12/1999 ⁽²⁾	01/13/2008	General Motors Common Stock, \$1-2/3 Par Value	15,62
Option (Right to Buy) ⁽²⁾					
GM Stock \$1-2/3 Par Value	\$ 71.53	01/11/2000 ⁽²⁾	01/12/2009	General Motors Common Stock, \$1-2/3 Par Value	18,03
Option (Right to Buy) ⁽²⁾					
GM Stock \$1-2/3 Par Value	\$ 75.5	01/10/2001 ⁽²⁾	01/11/2010	General Motors Common Stock, \$1-2/3 Par Value	16,00
Option (Right to Buy) ⁽²⁾					
GM Stock \$1-2/3 Par Value	\$ 52.35	01/08/2002 ⁽²⁾	01/09/2011	General Motors Common Stock, \$1-2/3	17,00

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Option (Right to Buy) <u>(2)</u>				Par Value	
GM Stock \$1-2/3 Par Value	\$ 50.46	01/07/2003 ⁽²⁾	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	17,000
Option (Right to Buy) <u>(2)</u>					
GM Stock \$1-2/3 Par Value	\$ 50.82	02/04/2003 ⁽²⁾	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	8,500
Option (Right to Buy) <u>(2)</u>					
GM Stock \$1-2/3 Par Value	\$ 40.05	01/21/2004 ⁽²⁾	01/22/2013	General Motors Common Stock, \$1-2/3 Par Value	17,000
Option (Right To Buy) <u>(2)</u>					
GM Stock \$1-2/3 Par Value	\$ 53.92	01/23/2005 ⁽²⁾	01/24/2014	General Motors Common Stock, \$1-2/3 Par Value	13,600
Option (Right to Buy) <u>(2)</u>					
GM Stock \$1-2/3 Par Value, Deferred Stock Units <u>(4)</u>	\$ 0	<u>(4)</u>	<u>(4)</u>	General Motors Common Stock, \$1-2/3 Par Value	13,240

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHMIDT PAUL W 300 RENAISSANCE CENTER DETROIT, MI 482653000			Controller	

Signatures

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

12/14/2004

__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.

(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.

(3) 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.

(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 01/23/04. 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.

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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