

GOTTSCHALK THOMAS A
 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 *
GOTTSCHALK THOMAS A

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 _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP and General Counsel

(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) Code V Amount (D) Price			
General Motors Common Stock, \$1-2/3 Par Value					63,000	D	
General Motors Common Stock, \$1-2/3 Par					3,179	I	Trust ⁽¹⁾

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 Security (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⁾	\$ 36.37	01/24/2005		A	72,000	01/24/2006 ⁽²⁾ 01/25/2015	General Motors Common Stock, \$1-2/3 Par Value 72,000
GM Phantom Stock Units \$1-2/3 Par Value Com Stock ⁽³⁾	\$ 0					⁽³⁾ ⁽³⁾	General Motors Common Stock, \$1-2/3 Par Value 5,910
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾	\$ 40.07					02/05/1997 ⁽²⁾ 02/06/2006	General Motors Common Stock, \$1-2/3 Par Value 43,100
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾	\$ 44.73					02/03/1998 ⁽²⁾ 02/04/2007	General Motors Common Stock, \$1-2/3 Par Value 62,900

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GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾	\$ 46.59	01/12/1999 ⁽²⁾	01/13/2008	General Motors Common Stock, \$1-2/3 Par Value	64,6
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾	\$ 71.53	01/11/2000 ⁽²⁾	01/12/2009	General Motors Common Stock, \$1-2/3 Par Value	71,6
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	65,0
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	70,0
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽²⁾	\$ 50.46	01/07/2003 ⁽²⁾	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	90,0
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	50,0
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	90,0
GM Stock \$1-2/3 Par Value Option (Right to	\$ 53.92	01/23/2005 ⁽²⁾	01/24/2014	General Motors Common Stock, \$1-2/3	72,0

