

DEVINE JOHN M
Form 4
December 15, 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 *
DEVINE JOHN M

(Last) (First) (Middle)

300 RENAISSANCE
CENTER, M/C: 482-C39-B30

(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)
12/13/2004

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)
Vice Chairman & CFO

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	12/13/2004		F	4,916	D \$ 38.89	168,056	D ⁽¹⁾
General Motors Common Stock, \$1-2/3 Par Value						476	I Trust ⁽²⁾

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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 or Number of Shares
GM Phantom Stock Units \$1-2/3 Par Value Com Stock ⁽³⁾	\$ 0 ⁽³⁾					⁽³⁾	⁽³⁾	General Motors Common Stock, \$1-2/3 Par Value	2,178
GM Stock \$1-2/3 Par Value Option (Right To Buy) ⁽⁴⁾	\$ 52.54					12/13/2001 ⁽⁴⁾	12/14/2010	General Motors Common Stock, \$1-2/3 Par Value	500,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁵⁾	\$ 52.35					01/08/2002 ⁽⁵⁾	01/09/2011	General Motors Common Stock, \$1-2/3 Par Value	200,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) ⁽⁵⁾	\$ 50.46					01/07/2003 ⁽⁵⁾	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	200,000
	\$ 50.82					02/04/2003 ⁽⁵⁾	02/05/2012		100,000

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) Includes Restricted Stock Unit grant of 19,040 shares to be delivered on 12/13/05. Also, includes Restricted Stock Unit grant of 95,200 shares that are to be delivered 18 months after my retirement. Shares are subject to forfeiture. Dividend equivalents are earned on each share until delivered. On 12/13/2004, 12,413 Shares were delivered that had been previously reported and taxes were withheld on the delivery.
- (2) 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.
- (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) Employee stock options granted pursuant to Rule 16b-3 qualified General Motors Stock Incentive Plan; stock options are exercisable in five equal annual installments, commencing, respectively, one, two, three, four and five years from the date of initial grant. Date shown is the date the first installment was exercisable.
- (5) 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. Date shown is the date the first installment was exercisable.
- (6) 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.
- (7) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.