FISHER GEORGE M C
Form 4
January 04, 2005

FORM 4

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

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

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FISHER GEORGE M C

(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)
12/31/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
General Motors Common Stock, $1-2/3 Par Value								4,752	D	

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

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SEC 1474 (9-02)

number.

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, Restricted Stock (1)	$ 0	12/31/2004		A		4,273		(1)	(1)	General Motors Common Stock, $1-2/3 Par Value	4,273
GM Stock $1-2/3 Par Value Option (Right to Buy) (2)	$ 44.73							02/03/1998	02/04/2007	General Motors Common Stock, $1-2/3 Par Value	1,302
GM Stock $1-2/3 Par Value Option (Right to Buy) (2)	$ 46.59							01/12/1999	01/13/2008	General Motors Common Stock, $1-2/3 Par Value	1,202
GM Stock $1-2/3 Par Value Option (Right to Buy) (2)	$ 71.53							01/11/2000	01/12/2009	General Motors Common Stock, $1-2/3 Par Value	1,093
GM Stock $1-2/3 Par Value Option (Right to Buy) (2)	$ 75.5							01/10/2001	01/11/2010	General Motors Common Stock, $1-2/3 Par Value	2,311
	$ 50.46							01/07/2003 (3)	01/08/2012		3,000

GM Stock $1-2/3 Par Value Option (Right to Buy) (3)	General Motors Common Stock, $1-2/3 Par Value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FISHER GEORGE M C 300 RENAISSANCE CENTER, P.O. BOX 300 MAIL CODE: 482-C38-B71 DETROIT, MI 482653000	X			

Signatures

By: Martin I. Darvick - Attorney-in-Fact for	01/04/2005
**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) Restricted Stock Units credited pursuant to Rule 16b-3 qualified GM Compensation Plan for Non-Employee Directors. Deferred compensation, equal to the retainers earned during the year, is credited annually on each December 31. The deferred compensation is converted into Restricted Stock Units at the average daily closing market price of GM Common Stock for such year. The amounts credited during the year also include dividend equivalents on such Restricted Stock Units. Pursuant to such Plan, the Restricted Stock Units are deferred until after the director's retirement from GM and are paid in cash. The Restricted Stock Units convert on a one for one basis. The price of zero is fictional and only used for purposes of facilitating the electronic filing of this Form.

(2) Director stock options granted pursuant to Section 16b-3 qualified General Motors Compensation Plan for Non-Employee Directors.

(3) Director stock option granted pursuant to Section 16b-3 qualified General Motors Compensation Plan for Non-Employee Directors. The stock option vests in three equal annual installments, with the first installment exercisable on the date indicated.

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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