LUTZ ROBERT 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 *
LUTZ ROBERT A

(Last) (First) (Middle)

300 RENAISSANCE CENTER

(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)
01/24/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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								26,332	D	
General Motors Common Stock, $1-2/3 Par Value								757	I	Trust (1)

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

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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 Amou Underlying Securi (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
GM Stock $1-2/3 Par Value Option (Right to Buy) [2]	$ 36.37	01/24/2005		A		160,000		01/24/2006[2]	01/25/2015	General Motors Common Stock, $1-2/3 Par Value	160
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	100
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	100
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	200
GM Stock $1-2/3 Par Value Option (Right to Buy) [2]	$ 53.92							01/23/2005[2]	01/24/2014	General Motors Common Stock, $1-2/3 Par Value	160

GM Stock $1-2/3 Par Value, Deferred Stock Units (4)	$ 0 (4)	(4)	(4)	General Motors Common Stock, $1-2/3 Par Value	113
GM Stock $1-2/3 Par Value, Restricted Stock (5)	$ 0 (5)	(5)	(5)	General Motors Common Stock, $1-2/3 Par Value	75
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	3,
GM Stock $1-2/3 Par Value Option (Right to Buy) (2)	$ 54.91	09/04/2002 (2)	09/05/2011	General Motors Common Stock, $1-2/3 Par Value	200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUTZ ROBERT A 300 RENAISSANCE CENTER DETROIT, MI 482653000			Vice Chairman	

Signatures

By: Martin I. Darvick - Attorney-in-Fact for	01/25/2005
**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) Shares held in trust under General Motors Savings Stock Purchase Program as of 12/31/04. 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. Date shown is the date the first installment is/was exercisable.

(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 12/31/04. 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 12/31/04. 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.

(5) 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 12/31/04. 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.
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