

CLARKE TROY A
Form 4
December 01, 2004

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 *
CLARKE TROY 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)
11/30/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Group Vice President

(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)	Price			
				Code	V	Amount		
General Motors Common Stock, \$1-2/3 Par Value	11/30/2004		M	3,946	A	\$ 33.17	14,504	D
General Motors Common Stock, \$1-2/3 Par	11/30/2004		F	3,384	D	\$ 38.67	11,120	D

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Value

General
Motors

Common Stock, \$1-2/3 Par Value 11/30/2004 F 159 D \$ 38.67 10,961 D

General
Motors

Common Stock, \$1-2/3 Par Value 1,101 I Trust ⁽¹⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Stock \$1-2/3 Par Value Option (Right To Buy) ⁽²⁾	\$ 33.17	11/30/2004		M	3,946	01/09/1996 ⁽²⁾ 01/10/2005	General Motors Common Stock, \$1-2/3 Par Value 3,946
GM Phantom Stock Units \$1-2/3	\$ 0					⁽³⁾ ⁽³⁾	General Motors Common Stock, \$1-2/3 1,343

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Par Value			Par Value	
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
Option (Right to Buy) ⁽²⁾				6,650
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
Option (Right to Buy) ⁽²⁾				6,911
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
Option (Right to Buy) ⁽²⁾				14,424
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
Option (Right to Buy) ⁽²⁾				19,232
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
Option (Right to Buy) ⁽²⁾				17,000
GM Stock \$1-2/3	\$ 52.35	01/08/2002 ⁽²⁾	01/09/2011	General Motors Common
				18,000

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Par Value Option (Right to Buy) <u>(2)</u>				Stock, \$1-2/3 Par Value	
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(2)</u>	\$ 50.46	01/07/2003 <u>(2)</u>	01/08/2012	General Motors Common Stock, \$1-2/3 Par Value	20,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(2)</u>	\$ 50.82	02/04/2003 <u>(2)</u>	02/05/2012	General Motors Common Stock, \$1-2/3 Par Value	12,000
GM Stock \$1-2/3 Par Value Option (Right To Buy) <u>(2)</u>	\$ 40.05	01/21/2004 <u>(2)</u>	01/22/2013	General Motors Common Stock, \$1-2/3 Par Value	35,000
GM Stock \$1-2/3 Par Value Option (Right to Buy) <u>(2)</u>	\$ 53.92	01/23/2005 <u>(2)</u>	01/24/2014	General Motors Common Stock, \$1-2/3 Par Value	28,000
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	2,610

