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GENERAL MOTORS CORP  
Form 8-K  
April 20, 2004

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549-1004

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FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report  
(Date of earliest event reported) April 20, 2004

GENERAL MOTORS CORPORATION  
-----  
(Exact Name of Registrant as Specified in its Charter)

STATE OF DELAWARE ----- (State or other jurisdiction of Incorporation or Organization)	38-0572515 ----- (I.R.S. Employer Identification No.)
300 Renaissance Center, Detroit, Michigan ----- (Address of Principal Executive Offices)	48265-3000 ----- (Zip Code)

Registrant's telephone number, including area code (313) 556-5000  
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ITEM 12. Disclosure of information on financial conditions

On April 20, 2004, a news release was issued on the subject of first quarter consolidated earnings for General Motors Corporation (GM). The news release did not include certain financial statements, related footnotes and certain other financial information that will be filed with the Securities and Exchange Commission as part of GM's Quarterly Report on Form 10-Q. The following is the first quarter earnings release for GM.

GM EARNS \$1.3 BILLION OR \$2.25 PER SHARE IN FIRST QUARTER 2004

- GM first-quarter earnings rise 24 percent versus adjusted 2003 results
- GMAC reports record first-quarter results, driven by financing and insurance
- GM increases 2004 earnings forecast to approximately \$7.00 per share

DETROIT - General Motors Corp. (NYSE: GM) today reported earnings of \$1.3 billion, or \$2.25 per diluted share of GM common stock, in the first quarter of 2004. These results represent an increase of 24 percent from the year-ago period, when GM earned \$1.0 billion, or \$1.84 per share, from continuing operations and before special items. Revenue rose 3.1 percent to \$47.8 billion.

The year-ago results exclude a gain of \$505 million, or \$0.90 per share, from the sale of GM Defense. The year-ago results also exclude Hughes Electronics (Hughes), which was split off from GM in late 2003 and is now reported for 2003 as a discontinued operation. Including the gain from GM Defense, GM earned \$1.5 billion, or \$2.74 per share, in the first quarter of 2003 from continuing operations. There were no special items in the first quarter of 2004.

"Our financial results in the first quarter reflect continued progress," said GM Chairman and Chief Executive Officer Rick Wagoner. "General Motors Acceptance Corp. had yet another record quarter, and our automotive operations, led by very strong results at GM Asia Pacific, reported a 12-percent increase in earnings.

"GM continues to improve in key areas such as productivity and quality. Even more important, our many new products around the world are being well received," Wagoner said. "But, we still have more work to do to improve our profitability, as we face a challenging competitive environment, continuing high health-care costs and the effects of the artificially weakened Japanese yen."

GM financial results described throughout the remainder of this release exclude special items and Hughes unless otherwise noted. See Highlights for reconciliation of adjusted results to results based on Generally Accepted Accounting Principles (GAAP).

GM Automotive Operations

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GM's global automotive earnings increased 12 percent in the first quarter of 2004 to \$611 million from \$546 million in the prior-year period, despite lower production levels in North America and Europe. The increase was driven by improved results in the GM Latin America/Africa/Mid-East and Asia Pacific regions, offset by lower earnings in North America and higher losses in Europe.

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GM's global market share increased in the first quarter of 2004 to 13.7 percent from 13.6 percent in the year-ago period, with three out of four regions gaining share.

GM North America (GMNA) earned \$451 million in the first quarter of 2004, compared with \$548 million in the first quarter of 2003, principally reflecting a tough pricing environment, lower production volumes, and continued high pretax health-care costs of approximately \$1.5 billion per quarter. GM's market share in North America rose to 26.4 percent in the first quarter of 2004, from 26.1 percent in the year-earlier period.

"The automotive market in North America remains very competitive, and our results reflect that," Wagoner said. "We're pleased with our new vehicles and our progress in rebuilding many of our brands, such as Cadillac and Chevrolet. But, improving market share and profitability remain an important priority."

GM's aggressive product assault so far this model year includes the Chevrolet Malibu, Equinox and Aveo, the Pontiac GTO, the Cadillac CTS-V, and the GMC Canyon and Chevrolet Colorado. The rollout continues with the introduction of additional new and important vehicles later this year, such as Saab 9-2X, the Hummer H2 SUT, the Cadillac STS, the next-generation Chevrolet Corvette, the Buick LaCrosse, the Chevrolet Cobalt and the Pontiac G6.

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GM Europe (GME) reported a loss of \$116 million in the first quarter of 2004 compared with a loss of \$65 million in the year-ago quarter, reflecting continued pricing pressure, higher foreign-exchange losses and launch costs for the new Opel Astra. GM's market share in Europe declined slightly to 9.5 percent in the first quarter of 2004 from 9.6 percent in the year-ago period.

"Our first-quarter financial results in Europe were below expectations," Wagoner said. "Going forward, we expect to see improved results through the balance of the year as we ramp up production of the new Astra, which has been well received."

GM Asia Pacific (GMAP) earned \$275 million in the first quarter of 2004, up from \$75 million in the year-ago quarter. Continued strong performance by Shanghai GM in China, Holden in Australia, smaller losses at GM-Daewoo Auto & Technology Co. and improved results from GM's equity alliances in Japan contributed to GMAP's overall performance. GM's market share in the Asia Pacific region rose to 4.7 percent in the first quarter from 4.3 percent a year ago, led by gains in China and India.

"GM Asia Pacific continues to deliver impressive growth and financial results," Wagoner said. "I'm especially pleased that our position in the rapidly growing China market continues to strengthen as we expand our vehicle lineup, production capacity, sales and market share."

GM Latin America/Africa/Mid-East (GMLAAM) earned \$1 million in the first quarter of 2004, an improvement from the year-ago loss of \$12 million. Higher production volumes and improved results in Venezuela and South Africa offset continued losses in Brazil. GM's market share in the GMLAAM region rose to 17.1 percent in the first quarter of 2004 from 15.7 percent a year ago.

GMAC  
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General Motors Acceptance Corporation (GMAC) reported record first-quarter

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earnings of \$786 million, up from \$699 million a year ago, as increased profitability in GMAC's financing and insurance operations offset moderating earnings at its mortgage unit.

Both GMAC's North American and international financing operations posted strong performances with combined earnings of \$442 million in the quarter, up \$140 million from a year ago, reflecting lower credit-loss provisions and improved off-lease remarketing results. First quarter earnings at the insurance group were \$91 million, up \$65 million from a year ago, due to continued growth in underwriting income and improved investment-portfolio performance. Earnings at the mortgage group totaled \$253 million, down from last year's record earnings of \$371 million; this was a result of lower mortgage-origination volume versus the prior year and decreased pricing margins resulting from reduced mortgage-refinancing activity.

"GMAC remains a critical contributor to GM's business and financial results," Wagoner said. "The benefit of GMAC's balanced business portfolio was clear in the first quarter, as increased profitability in its financing and insurance sectors more than offset lower profits in its mortgage activities."

### Cash and Liquidity

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GM generated approximately \$1.4 billion in automotive cash in the first quarter of 2004. Cash, marketable securities, and assets of the Voluntary Employees' Beneficiary Association (VEBA) trust invested in short-term fixed-income securities totaled \$23.5 billion at March 31, 2004, excluding financing and insurance operations, compared with \$26.9 billion on Dec. 31, 2003. As previously announced, GM contributed \$5 billion to its VEBA trust in the first quarter of 2004.

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### Looking Ahead

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GM continues to expect improved economic conditions in the United States in 2004, resulting in total U.S. industry vehicle sales of approximately 17.3 million units. Reflecting this robust U.S. market, GM's strong first-quarter results, the positive environment in Asia Pacific and GMAC, and a lower corporate tax rate, GM is increasing its 2004-calendar-year earnings estimate to approximately \$7.00 per share, excluding special items and at current dilution levels. This compares with the previous target of \$6.00 to \$6.50 per share and represents a further step toward GM's mid-decade target of earning at least \$10 per share.

For the second quarter of 2004, GM expects to earn approximately \$2.00 to \$2.25 per share, excluding special items. In the first quarter of 2004, GM's effective

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tax rate was 21 percent and GM expects a lower effective tax rate in the second quarter due to anticipated tax settlements. Excluding these settlements, GM's effective tax rate is expected to be about 21 percent on an ongoing quarterly basis.

# # #

In this press release and related comments by General Motors management, our use of the words "expect," "anticipate," "estimate," "project," "forecast," "outlook," "target," "objective," "plan," "goal," "pursue" and similar expressions is intended to identify forward-looking statements. While these statements represent our current judgment on what the future may hold, and we believe these judgments are reasonable, actual results may differ materially due to numerous important factors that are described in GM's most recent report on SEC Form 10-K (at page II-20) which may be revised or supplemented in subsequent reports on SEC Forms 10-Q and 8-K. Such factors include, among others, the following: changes in economic conditions; currency-exchange rates or political stability; shortages of fuel, labor strikes or work stoppages; market acceptance of the corporation's new products; significant changes in the competitive environment; changes in laws, regulations and tax rates; and, the ability of the corporation to achieve reductions in cost and employment levels to realize production efficiencies and implement capital expenditures at levels and times planned by management.

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(dollars in millions except per share amounts)

Management believes that the adjusted information set forth herein is useful to investors as it represents how Management views the results of operations and cash of the Corporation and, therefore, is the basis on which internal evaluation metrics are determined. The internal evaluation metrics are those used by the Corporation's Board of Directors to evaluate Management.

	Three Months Ended March 31, 2004	
	-----	
	(Unaudited)	
	Net	\$1-2/3
	Income	EPS
	-----	-----
REPORTED		
-----		
Income from continuing operations	\$1,280	\$2.25
	=====	=====

There were no special items in the First Quarter of 2004.

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### General Motors Corporation List of Special Items - After Tax (dollars in millions except per share amounts)

	Three Months Ended March 31, 2003	
	-----	
	(Unaudited)	
	Net	\$1-2/3
	Income	EPS
	-----	-----
REPORTED		
-----		
Income from continuing operations	\$1,537	\$2.74
Loss from discontinued		

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operations	(54)	(0.03)
	-----	-----
Net income	1,483	2.71
ADJUSTMENTS		
-----		
Gain on Sale of GM Defense (A)	(505)	(0.90)
	-----	-----
Subtotal	(505)	(0.90)
	-----	-----
ADJUSTED		
-----		
Income from continuing operations	\$1,032	\$1.84
Loss from discontinued operations	(54)	(0.03)
	-----	-----
Adjusted income	\$978	\$1.81
	=====	=====

(A) The Gain on Sale of GM Defense relates to the sale of GM's light armored vehicle business to General Dynamics Corporation for net proceeds of approximately \$1.1 billion.

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General Motors Corporation  
Summary Corporate Financial Results

	First Quarter	
	-----	
	(Unaudited)	
	2004	2003
	----	----
(Dollars in millions except per share amounts)		
Total net sales and revenues	\$47,779	\$47,146
Adjusted	\$47,779	\$46,332
Income from continuing operations	\$1,280	\$1,537
Adjusted	\$1,280	\$1,032
Loss from discontinued operations	-	\$(54)
Adjusted	-	\$(54)
Net income	\$1,280	\$1,483
Adjusted	\$1,280	\$978
Net margin from continuing operations (Income from continuing operations/Total net sales and revenues)	2.7%	3.3%
Adjusted	2.7%	2.2%
Earnings per share - basic		

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\$1-2/3 par value		
Continuing operations	\$2.27	\$2.74
Discontinued operations	\$ -	\$(0.03)
	----	----
Earnings per share	\$2.27	\$2.71
Earnings per share - diluted		
\$1-2/3 par value		
Continuing operations	\$2.25	\$2.74
Discontinued operations	\$ -	\$(0.03)
	----	----
Earnings per share	\$2.25	\$2.71
Earnings per share - adjusted		
\$1-2/3 par value		
Continuing operations	\$2.25	\$1.84
Discontinued operations	\$ -	\$(0.03)
	----	----
Earnings per share	\$2.25 (1)	\$1.81
GM \$1-2/3 par value average		
shares outstanding (Mil's)		
Basic shares	564	561
Diluted shares	569	561
Cash dividends per share		
of common stocks		
GM \$1-2/3 par value	\$0.50	\$0.50

See reconciliation of adjusted financial results on pages 9 - 11 and footnotes on page 13.

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General Motors Corporation  
Summary Corporate Financial Results

	First Quarter	
	-----	
	(Unaudited)	
	2004	2003
	----	----
Book value per share of		
common stocks at March 31		
GM \$1-2/3 par value	\$46.71	\$11.98
Auto & Other total cash & marketable		
securities at March 31		
(\$Bil's)	\$20.0	\$17.2
Cash in short-term VEBA	\$3.5	\$3.4
	----	----
Total Auto & Other cash &		
marketable securities plus		
short-term VEBA	\$23.5	\$20.6
	=====	=====
Auto & Other Operations (\$Mil's)		
Depreciation	\$1,148	\$986
Amortization of special		
tools	726	702



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Amortization of intangible assets	7	5
	-----	-----
Total	\$1,881	\$1,693
	=====	=====

See reconciliation of adjusted financial results on pages 9 - 11.

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General Motors Corporation  
Summary Corporate Financial Results

(Dollars in millions)	First Quarter 2004 and 2003					
	(Unaudited)					
	Reported		Special Items		Adjusted	
	2004	2003	2004	2003	2004	2003
	-----	-----	-----	-----	-----	-----
Total net sales and revenues						
GMNA	\$29,103	\$29,963	\$ -	\$ -	\$29,103	\$29,963
GME	7,543	6,622	-	-	7,543	6,622
GMLAAM	1,833	1,045	-	-	1,833	1,045
GMAP	1,599	1,147	-	-	1,599	1,147
	-----	-----	---	---	-----	-----
Total GMA	40,078	38,777	-	-	40,078	38,777
Other	59	1,038	-	(814)	59	224
	-----	-----	--	---	-----	-----
Total Auto & Other	40,137	39,815	-	(814)	40,137	39,001
	-----	-----	---	---	-----	-----
GMAC	7,634	7,338	-	-	7,634	7,338
Other Financing	8	(7)	-	-	8	(7)
	-----	-----	---	---	-----	-----
Total FIO	7,642	7,331	-	-	7,642	7,331
	-----	-----	---	---	-----	-----
Total net sales and revenues	\$47,779	\$47,146	\$ -	\$ (814)	\$47,779	\$46,332
	=====	=====	==	===	=====	=====
Income (loss) from continuing operations before income taxes and minority interest						
GMNA	\$586	\$739	\$ -	\$ -	\$586	\$739
GME	(223)	(114)	-	-	(223)	(114)

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GMLAAM	8	(17)	-	-	8	(17)
GMAP	13	19	-	-	13	19
	---	-----	--	---	---	---
Total GMA	384	627	-	-	384	627
Other	(320)	449	-	(814)	(320)	(365)
	---	-----	--	---	---	---
Total Auto & Other	64	1,076	-	(814)	64	262
	-----	-----	--	---	-----	-----
GMAC	1,238	1,147	-	-	1,238	1,147
Other Financing	(1)	(25)	-	-	(1)	(25)
	-----	-----	--	---	-----	-----
Total FIO	1,237	1,122	-	-	1,237	1,122
	-----	-----	--	---	-----	-----
Total income (loss) from continuing operations before income taxes and minority interest	\$1,301	\$2,198	\$ -	\$(814)	\$1,301	\$1,384
	=====	=====	==	===	=====	=====

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General Motors Corporation  
Summary Corporate Financial Results

First Quarter  
2004 and 2003

(Unaudited)

(Dollars in millions)	Reported		Special Items		Adjusted	
	2004	2003	2004	2003	2004	2003
	-----	-----	-----	-----	-----	-----
Income (loss) from continuing operations						
GMNA	\$451	\$548	\$ -	\$ -	\$451	\$548
GME	(116)	(65)	-	-	(116)	(65)
GMLAAM	1	(12)	-	-	1	(12)
GMAP	275	75	-	-	275	75
	---	---	--	---	---	---
Total GMA	611	546	-	-	611	546
Other	(117)	309	-	(505)	(117)	(196)
	---	---	--	---	---	---
Total Auto & Other	494	855	-	(505)	494	350
	---	---	--	---	---	---
GMAC	786	699	-	-	786	699
Other Financing	-	(17)	-	-	-	(17)
	---	---	--	---	---	---
Total FIO	786	682	-	-	786	682
	---	---	--	---	---	---
Income (loss) from continuing operations	\$1,280	\$1,537	\$ -	\$(505)	\$1,280	\$1,032

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Loss from discontinued operations	-	(54)	-	-	-	(54)
Net income (loss)	\$1,280	\$1,483	-	\$ (505)	\$1,280	\$978
Income tax expense (benefit)						
GMNA	\$102	\$191	\$ -	\$ -	\$102	\$191
GME	(85)	(43)	-	-	(85)	(43)
GMLAAM	5	(7)	-	-	5	(7)
GMAP	6	11	-	-	6	11
Total GMA	28	152	-	-	28	152
Other	(204)	100	-	(309)	(204)	(209)
Total Auto & Other	(176)	252	-	(309)	(176)	(57)
GMAC	450	438	-	-	450	438
Other Financing	(1)	(8)	-	-	(1)	(8)
Total FIO	449	430	-	-	449	430
Income tax expense (benefit)	\$273	\$682	\$ -	\$ (309)	\$273	\$373

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General Motors Corporation  
Summary Corporate Financial Results

First Quarter  
2004 and 2003

(Unaudited)

(Dollars in millions)	Reported		Special Items		Adjusted	
	2004	2003	2004	2003	2004	2003
Effective tax rate						
Total GM Corp.	21%	31%	-	38%	21%	27%
GMNA	17%	26%	-	-	17%	26%
GME	38%	38%	-	-	38%	38%
GMAC	36%	38%	-	-	36%	38%
Equity income and minority interests						
GMNA	\$ (33)	\$ -	\$ -	\$ -	\$ (33)	\$ -
GME	22	6	-	-	22	6
GMLAAM	(2)	(2)	-	-	(2)	(2)
GMAP	268	67	-	-	268	67

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Total GMA	--- \$255 ===	-- \$71 ==	-- \$ - ==	-- \$ - ==	--- \$255 ===	-- \$71 ==
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General Motors Corporation  
Operating Statistics

	First Quarter	
	2004	2003
	----	----
(units in thousands)		
Worldwide Wholesale Sales		
United States - Cars	482	500
United States - Trucks	726	756
	-----	-----
Total United States	1,208	1,256
Canada, Mexico, and Other	175	182
	-----	-----
Total GMNA	1,383	1,438
GME	433	427
GMLAAM	167	121
GMAP	62	62
	-----	-----
Total Worldwide	2,045	2,048
	=====	=====
Vehicle Unit Deliveries		
Chevrolet - Cars	214	171
Chevrolet - Trucks	387	373
Pontiac	120	107
GMC	130	108
Buick	78	83
Oldsmobile	17	33
Saturn	52	75
Cadillac	51	46
Other	18	22
	-----	-----
Total United States	1,067	1,018
Canada, Mexico, and Other	163	151
	-----	-----
Total GMNA	1,230	1,169
GME	501	475
GMLAAM	160	132
GMAP	215	179
	-----	-----
Total Worldwide	2,106	1,955
	=====	=====
Market Share		
United States - Cars	25.9%	24.9%
United States - Trucks	27.3%	28.2%
Total United States	26.7%	26.7%
Total North America	26.4%	26.1%
Total Europe	9.5%	9.6%

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Total LAAM	17.1%	15.7%
Asia and Pacific	4.7%	4.3%
Total Worldwide	13.7%	13.6%
U.S. Retail/Fleet Mix		
% Fleet Sales - Cars	37.8%	30.3%
% Fleet Sales - Trucks	18.2%	14.7%
Total Vehicles	26.7%	21.6%
Retail Lease as % of Retail Sales		
Total Smartlease and Smartbuy	13.6%	13.9%
Days Supply of Inventory at March 31		
United States - Cars	78	88
United States - Trucks	117	109
GMNA Capacity Utilization (2 shift rated)	83.6%	90.9%
GMNA Vehicle Revenue Per Unit	\$19,084	\$19,089

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General Motors Corporation  
Operating Statistics

	First Quarter	
	2004	2003
	----	----
GMAC's U.S. Cost of Borrowing	3.33%	3.53%
Current Debt Spreads Over U.S. Treasuries		
2 Year	140 bp	290 bp
5 Year	175 bp	310 bp
10 Year	220 bp	350 bp
Worldwide Employment at March 31 (in 000's)		
United States Hourly	114	121
United States Salary	40	41
	---	---
Total United States	154	162
Canada, Mexico, and Other	32	32
	---	---
GMNA	186	194
GME	63	66
GMLAAM	22	23
GMAP	14	12
GMAC	33	31
Other	5	7
	---	---
Total	323	333
	===	===
Worldwide Payrolls (\$Bil's)	\$5.5	\$5.3

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Footnotes:

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(1) This amount is comparable to First Call analysts' consensus.

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GENERAL MOTORS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME  
(Unaudited)

	Three Months Ended March 31,	
	2004	2003
	----	----
	(dollars in millions except per share amounts)	
Total net sales and revenues	\$47,779	\$47,146
Cost of sales and other expenses	38,663	37,762
Selling, general, and administrative expenses	5,048	5,106
Interest expense	2,767	2,080
	-----	-----
Total costs and expenses	46,478	44,948
Income from continuing operations before income taxes, equity income and minority interests	1,301	2,198
Income tax expense	273	682
Equity income (loss) and minority interests	252	21
	-----	-----
Income from continuing operations	1,280	1,537
Loss from discontinued operations	-	(54)
	-----	-----
Net income	\$1,280	\$1,483
	=====	=====
Basic earnings (loss) per share attributable to common stocks		
\$1-2/3 par value		
Continuing Operations	\$2.27	\$2.74
Discontinued Operations	\$ -	\$(0.03)
	----	----
Earnings per share attributable to \$1-2/3 par value	\$2.27	\$2.71
	=====	=====
Losses per share from discontinued operations attributable to Class H	\$ -	\$(0.04)
	=====	=====
Earnings (loss) per share attributable to common stocks assuming dilution		
\$1-2/3 par value		
Continuing Operations	\$2.25	\$2.74
Discontinued Operations	\$ -	\$(0.03)
	----	----
Earnings per share attributable to \$1-2/3 par value	\$2.25	\$2.71
	=====	=====
Losses per share from discontinued operations		

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attributable to Class H	\$ -	\$ (0.04)
	===	=====

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GENERAL MOTORS CORPORATION AND SUBSIDIARIES

SUPPLEMENTAL INFORMATION TO THE CONSOLIDATED STATEMENTS OF INCOME  
(Unaudited)

	Three Months Ended March 31,	
	2004	2003
	----	----
	(dollars in millions)	
AUTOMOTIVE AND OTHER OPERATIONS		
Total net sales and revenues	\$40,137	\$39,815
Cost of sales and other expenses	36,440	35,824
Selling, general, and administrative expenses	3,036	2,625
Total costs and expenses	39,476	38,449
Interest expense	562	249
Net expense from transactions with Financing and Insurance Operations	35	41
Income (loss) from continuing operations before income taxes, equity income, and minority interests	64	1,076
Income tax expense (benefit)	(176)	252
Equity income (loss) and minority interests	254	31
Income from continuing operations	494	855
(Loss) from discontinued operations	-	(54)
Net income - Automotive and Other Operations	\$494	\$801
	===	===
FINANCING AND INSURANCE OPERATIONS		
Total revenues	\$7,642	\$7,331
Interest expense	2,205	1,831
Depreciation and amortization expense	1,455	1,506
Operating and other expenses	1,943	2,161
Provisions for financing and insurance losses	837	752
Total costs and expenses	6,440	6,250
Net income from transactions with Automotive and Other Operations	(35)	(41)
Income before income taxes, equity income, and minority interests	1,237	1,122

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Income tax expense	449	430
Equity income (loss) and minority interests	(2)	(10)
	----	----
Net income - Financing and Insurance Operations	\$786	\$682
	====	====

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GENERAL MOTORS CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

	Mar. 31, 2004 (Unaudited)	Dec. 31, 2003	Mar. 31, 2003 (Unaudited)
	-----	-----	-----
ASSETS			
(dollars in millions)			
Cash and cash equivalents	\$28,535	\$32,554	\$24,020
Marketable securities	21,036	22,215	16,841
	-----	-----	-----
Total cash and marketable securities	49,571	54,769	40,861
Finance receivables - net	184,563	173,137	140,764
Loans held for sale	18,285	19,609	12,496
Accounts and notes receivable (less allowances)	19,515	20,532	16,784
Inventories (less allowances)	11,718	10,960	10,479
Assets of discontinued operations	-	-	20,414
Deferred income taxes	27,357	27,190	38,915
Net equipment on operating leases - (less accumulated depreciation)	33,624	34,383	35,068
Equity in net assets of nonconsolidated associates	6,054	6,032	5,027
Property - net	37,664	38,211	36,133
Intangible assets - net	4,727	4,760	10,821
Other assets	61,149	58,924	14,729
	-----	-----	-----
Total assets	\$454,227	\$448,507	\$382,491
	=====	=====	=====
LIABILITIES AND STOCKHOLDERS' EQUITY			
Accounts payable (principally trade)	\$27,163	\$25,422	\$22,489
Notes and loans payable	278,972	271,756	208,151
Liabilities of discontinued operations	-	-	9,773
Postretirement benefits other than pensions	31,512	36,292	38,205
Pensions	7,795	8,024	22,446
Deferred income taxes	7,660	7,508	6,738
Accrued expenses and other liabilities	74,440	73,930	65,052
	-----	-----	-----
Total liabilities	427,542	422,932	372,854
Minority interests	319	307	271
Stockholders' equity			
\$1-2/3 par value common stock (outstanding, 564,488,127; 561,997,725; and 560,616,422 shares)	961	937	934



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Class H common stock (outstanding 1,107,517,793 shares at March 31, 2003	-	-	111
Capital surplus (principally additional paid-in capital)	15,135	15,185	22,808
Retained earnings	13,750	12,752	11,234
	-----	-----	-----
Subtotal	29,846	28,874	35,087
Accumulated foreign currency translation adjustments	(1,788)	(1,815)	(2,665)
Net unrealized gains (losses) on derivatives	(8)	51	(196)
Net unrealized gains on securities	762	618	344
Minimum pension liability adjustment	(2,446)	(2,460)	(23,204)
	-----	-----	-----
Accumulated other comprehensive loss	(3,480)	(3,606)	(25,721)
	-----	-----	-----
Total stockholders' equity	26,366	25,268	9,366
	-----	-----	-----
Total liabilities and stockholders' equity	\$454,227	\$448,507	\$382,491
	=====	=====	=====

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GENERAL MOTORS CORPORATION AND SUBSIDIARIES

SUPPLEMENTAL INFORMATION TO THE CONSOLIDATED BALANCE SHEETS

	Mar. 31, 2004 (Unaudited)	Dec. 31, 2003	Mar. 31, 2003 (Unaudited)
	-----	-----	-----
ASSETS	(dollars in millions)		
Automotive and Other Operations			
Cash and cash equivalents	\$11,262	\$14,424	\$14,015
Marketable securities	8,763	9,067	3,239
	-----	-----	-----
Total cash and marketable securities	20,025	23,491	17,254
Accounts and notes receivable (less allowances)	6,868	5,380	4,975
Inventories (less allowances)	11,718	10,960	10,479
Assets of discontinued operations	-	-	20,414
Net equipment on operating leases - (less accumulated depreciation)	6,519	7,173	5,661
Deferred income taxes and other current assets	10,855	10,851	9,858
	-----	-----	-----
Total current assets	55,985	57,855	68,641
Equity in net assets of nonconsolidated associates	6,054	6,032	5,027
Property - net	35,768	36,071	34,308
Intangible assets - net	1,438	1,479	7,483
Deferred income taxes	18,302	18,086	30,473
Other assets	42,103	42,262	1,451
	-----	-----	-----

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Total Automotive and Other Operations assets	159,650	161,785	147,383
Financing and Insurance Operations			
Cash and cash equivalents	17,273	18,130	10,005
Investments in securities	12,273	13,148	13,602
Finance receivables - net	184,563	173,137	140,764
Loans held for sale	18,285	19,609	12,496
Net equipment on operating leases (less accumulated depreciation)	27,105	27,210	29,407
Other assets	35,078	35,488	28,834
Net receivable from Automotive and Other Operations	1,660	1,492	486
	-----	-----	-----
Total Financing and Insurance Operations assets	296,237	288,214	235,594
	-----	-----	-----
Total assets	\$455,887	\$449,999	\$382,977
	=====	=====	=====

LIABILITIES AND STOCKHOLDERS' EQUITY

Automotive and Other Operations			
Accounts payable (principally trade)	\$23,970	\$21,542	\$19,076
Loans payable	2,868	2,813	2,212
Liabilities of discontinued operations	-	-	9,773
Accrued expenses	45,255	45,417	40,412
Net payable to Financing and	1,660	1,492	486
	-----	-----	-----
Insurance Operations			
Total current liabilities	73,753	71,264	71,959
Long-term debt	29,557	29,593	14,248
Postretirement benefits other than pensions	27,519	32,285	34,260
Pensions	7,731	7,952	22,398
Other liabilities and deferred income taxes	15,617	15,567	13,684
	-----	-----	-----
Total Automotive and Other Operations liabilities	154,177	156,661	156,549
Financing and Insurance Operations			
Accounts payable	3,193	3,880	3,413
Debt	246,547	239,350	191,691
Other liabilities and deferred income taxes	25,285	24,533	21,687
	-----	-----	-----
Total Financing and Insurance Operations liabilities	275,025	267,763	216,791
	-----	-----	-----
Total liabilities	429,202	424,424	373,340
Minority interests	319	307	271
Total stockholders' equity	26,366	25,268	9,366
	-----	-----	-----
Total liabilities and stockholders' equity	\$455,887	\$449,999	\$382,977
	=====	=====	=====

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GENERAL MOTORS CORPORATION AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
 (Unaudited)

	Three Months Ended March 31,	
	2004	2003
	-----	-----
	(dollars in millions)	
Net cash provided by operating activities	\$1,098	\$8,938
Cash flows from investing activities		
Expenditures for property	(1,399)	(1,612)
Investments in marketable securities - acquisitions	(2,652)	(2,830)
Investments in marketable securities - liquidations	2,905	2,906
Net originations and purchases of mortgage servicing rights	(300)	(455)
Increase in finance receivables	(34,156)	(33,947)
Proceeds from sales of finance receivables	25,034	23,446
Proceeds from sale of business units	-	1,076
Operating leases - acquisitions	(3,163)	(3,661)
Operating leases - liquidations	2,028	2,510
Investments in companies, net of cash acquired	5	(21)
Other	(2,626)	78
	-----	-----
Net cash used in investing activities	(14,324)	(12,510)
Cash flows from financing activities		
Net increase (decrease) in loans payable	2,217	(19)
Long-term debt - borrowings	20,677	16,832
Long-term debt - repayments	(15,068)	(10,019)
Proceeds from issuing common stocks	34	-
Cash dividends paid to stockholders	(282)	(280)
Other	1,730	809
	-----	-----
Net cash provided by financing activities	9,308	7,323
Effect of exchange rate changes on cash and cash equivalents	(101)	(51)
	-----	-----
Net (decrease) increase in cash and cash equivalents	(4,019)	3,700
Cash and cash equivalents at beginning of the period	32,554	20,320
	-----	-----
Cash and cash equivalents at end of the period	\$28,535	\$24,020
	=====	=====

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GENERAL MOTORS CORPORATION AND SUBSIDIARIES

SUPPLEMENTAL INFORMATION TO THE  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited)

	Automotive and Other		Financing and Insurance	
	Three Months Ended March 31,			
	2004	2003	2004	2003
	----	----	----	----
	(dollars in millions)			
Net cash provided by operating activities	\$ (1,809)	\$ 4,447	\$ 2,907	\$ 4,491
Cash flows from investing activities				
Expenditures for property	(1,298)	(1,508)	(101)	(104)
Investments in marketable securities - acquisitions	(700)	(1,155)	(1,952)	(1,675)
Investments in marketable securities - liquidations	1,004	90	1,901	2,816
Net change in mortgage services rights	-	-	(300)	(455)
Increase in finance receivables	-	-	(34,156)	(33,947)
Proceeds from sales of finance receivables	-	-	25,034	23,446
Proceeds from sale of business units	-	1,076	-	-
Operating leases - acquisitions	-	-	(3,163)	(3,661)
Operating leases - liquidations	-	-	2,028	2,510
Investments in companies, net of cash acquired	(16)	(21)	21	-
Other	(16)	(176)	(2,610)	254
	-----	-----	-----	-----
Net cash used in investing activities	(1,026)	(1,694)	(13,298)	(10,816)
Cash flows from financing activities				
Net (decrease) increase in loans payable	(149)	(23)	2,366	4
Long-term debt - borrowings	24	7	20,653	16,825
Long-term debt - repayments	(26)	(1)	(15,042)	(10,018)
Proceeds from issuing common stocks	34	-	-	-
Cash dividends paid to stockholders	(282)	(280)	-	-
Other	-	-	1,730	809
	---	---	-----	-----
Net cash (used in) provided by financing activities	(399)	(297)	9,707	7,620
Effect of exchange rate changes on cash and cash equivalents	(96)	1	(5)	(52)
Net transactions with Automotive/Financing Operations	168	(604)	(168)	604
	-----	-----	---	-----
Net (decrease) increase in cash and cash equivalents	(3,162)	1,853	(857)	1,847
Cash and cash equivalents at beginning of the period	14,424	12,162	18,130	8,158
	-----	-----	-----	-----

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Cash and cash equivalents at end of the period	\$11,262	\$14,015	\$17,273	\$10,005
	=====	=====	=====	=====

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 20, 2004

GENERAL MOTORS CORPORATION  
(Registrant)  
By: /s/PETER R. BIBLE.  
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(Peter R. Bible,  
Chief Accounting Officer)

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