BORST WALTER GERHARDT
Form 4
January 25, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BORST WALTER GERHARDT

(Last) (First) (Middle)

767 FIFTH AVENUE

(Street)

NEW YORK, NY 10021

(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)
Treasurer

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								7,007	D	
General Motors Common Stock, $1-2/3 Par Value								179	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 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)	$ 36.37	01/24/2005		A		12,800		01/24/2006 (2)	01/25/2015	General Motors Common Stock, $1-2/3 Par Value	12,80
GM Phantom Stock Units $1-2/3 Par Value Com Stock (3)	$ 0							(3)	(3)	General Motors Common Stock, $1-2/3 Par Value	1,178
GM Stock $1-2/3 Par Value Option (Right to Buy) (2)	$ 40.07							02/05/1997 (2)	02/06/2006	General Motors Common Stock, $1-2/3 Par Value	1,262
GM Stock $1-2/3 Par	$ 44.73							02/03/1998 (2)	02/04/2007	General Motors Common Stock,	2,607

Value Option (Right to Buy) (2)					$1-2/3 Par Value	
GM Stock $1-2/3 Par Value Option (Right to Buy) (2)	$ 46.59		01/12/1999(2)	01/13/2008	General Motors Common Stock, $1-2/3 Par Value	6,370
GM Stock $1-2/3 Par Value Option (Right to Buy) (2)	$ 71.53		01/11/2000(2)	01/12/2009	General Motors Common Stock, $1-2/3 Par Value	7,332
GM Stock $1-2/3 Par Value Option (Right to Buy) (2)	$ 75.5		01/10/2001(2)	01/11/2010	General Motors Common Stock, $1-2/3 Par Value	6,500
GM Stock $1-2/3 Par Value Option (Right to Buy) (2)	$ 52.35		01/08/2002(2)	01/09/2011	General Motors Common Stock, $1-2/3 Par Value	8,200
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	9,000
GM Stock $1-2/3	$ 50.82		02/04/2003(2)	02/05/2012	General Motors Common	4,500

Par Value Option (Right to Buy) (2)					Stock, $1-2/3 Par Value	
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	9,000
GM Stock $1-2/3 Par Value Option (Right To Buy) (2)	$ 35.76		04/07/2004(2)	04/08/2013	General Motors Common Stock, $1-2/3 Par Value	5,000
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	12,80
GM Stock $1-2/3 Par Value, Deferred Stock Units (4)	$ 0		(4)	(4)	General Motors Common Stock, $1-2/3 Par Value	3,040

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BORST WALTER GERHARDT 767 FIFTH AVENUE NEW YORK, NY 10021			Treasurer	

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.

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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