

GENERAL MOTORS CORP

Form 4

January 23, 2003

<b>FORM 4</b>  [ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b>  Washington, D.C. 20549  <b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b>  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(f) of the Investment Company Act of 1940				OMB APPROVAL  <hr/> OMB Number: 3235-0287 Expires: December 31, 2001 Estimated average burden hours per response. . . . 0.5
1. Name and Address of Reporting Person* <b>Gottschalk, Thomas A.</b>  <div style="display: flex; justify-content: space-between;"> <span>(Last)</span> <span>(First)</span> <span>(Middle)</span> </div> <b>300 Renaissance Center, P.O. Box 300</b> <b>Mail Code: 482-C38-B71</b>  <div style="text-align: center;">(Street)</div> <b>Detroit, MI 48265-3000</b>  <div style="display: flex; justify-content: space-between;"> <span>(City)</span> <span>(State)</span> <span>(Zip)</span> </div>	2. Issuer Name and Ticker or Trading Symbol  <b>General Motors Corporation</b> <b>GM &amp; GMH</b>  3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for (Month/Year)  <b>January 21, 2003</b>  5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <div style="display: flex; justify-content: space-between;"> <span>_____ Director _____</span> </div> <div style="display: flex; justify-content: space-between;"> <span>10% Owner _____</span> </div> <div style="display: flex; justify-content: space-between;"> <span><input checked="" type="checkbox"/> Officer _____</span> </div> <div style="display: flex; justify-content: space-between;"> <span>Other _____</span> </div> <div style="display: flex; justify-content: space-between;"> <span>Officer/Other Description <b>Executive Vice President and General Counsel</b></span> </div> <hr/> 7. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Individual Filing <input type="checkbox"/> Joint/Group Filing		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
General Motors Common Stock, \$1-2/3 Par Value		Code   V	Amount   A/D   Price	49,812	D	
General Motors Common Stock, \$1-2/3 Par Value				1,992	I	Trust (1)
GM Class H Common Stock, \$.10 Par Value				17,541	D	
GM Class H Common Stock, \$.10 Par Value				1,887	I	Trust (1)

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<b>Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)</b>										
1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exercise Price of Deri- vative Security	3. Transac- tion Date  (Month/ Day/ Year)	4. Transac- tion Code and Voluntary (V) Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of  (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4)	10. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
GM Stock \$1-2/3 Par Value Option (Right To Buy) (2)	\$50.46	01/07/2002	M  V	(A) 30,002	Current  01/08/2012	General Motors Common Stock, \$1-2/3 Par Value - 30,002		30,002	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$50.46	01/07/2002	M  V	(A) 29,999	01/07/2004  01/08/2012	General Motors Common Stock, \$1-2/3 Par Value - 29,999		29,999	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$50.46	01/07/2002	M  V	(A) 29,999	01/07/2005  01/08/2012	General Motors Common Stock, \$1-2/3 Par Value - 29,999		29,999	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$50.82	02/04/2002	M  V	(A) 16,668	02/04/2003  02/05/2012	General Motors Common Stock, \$1-2/3 Par Value - 16,668		16,668	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$50.82	02/04/2002	M  V	(A) 16,666	02/04/2004  02/05/2012	General Motors Common Stock, \$1-2/3 Par Value - 16,666		16,666	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$50.82	02/04/2002	M  V	(A) 16,666	02/04/2005  02/05/2012	General Motors Common Stock, \$1-2/3 Par Value - 16,666		16,666	D	
GM Stock \$1-2/3 Par Value Option	\$40.05	01/21/2003	M  &nbsp;	(A) 30,002	01/21/2004  01/22/2013	General Motors Common Stock, \$1-2/3		30,002	D	

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(Right To Buy) (2)						Par Value - 30,002				
GM Stock \$1-2/3 Par Value Option (Right To Buy) (2)	\$40.05	01/21/2003	M &nbsp;	(A) 29,999	01/21/2005   01/22/2013	General Motors Common Stock, \$1-2/3 Par Value - 29,999		29,999	D	
GM Stock \$1-2/3 Par Value Option (Right To Buy) (2)	\$40.05	01/21/2003	M &nbsp;	(A) 29,999	01/21/2006   01/22/2013	General Motors Common Stock, \$1-2/3 Par Value - 29,999		29,999	D	
GM Stock \$1-2/3 Par Value, Restricted Stock Units (3)	1:1	01/21/2003	A &nbsp;	(A) 40,000	(3)   (3)	General Motors Common Stock, \$1-2/3 Par Value - 40,000		40,000	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$40.07				Current   02/06/2006	General Motors Common Stock, \$1-2/3 Par Value - 43,151		43,151	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$44.73				Current   02/04/2007	General Motors Common Stock, \$1-2/3 Par Value - 62,971		62,971	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$46.59				Current   01/13/2008	General Motors Common Stock, \$1-2/3 Par Value - 64,680		64,680	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$71.53				Current   01/12/2009	General Motors Common Stock, \$1-2/3 Par Value - 71,653		71,653	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$75.50				Current   01/11/2010	General Motors Common Stock, \$1-2/3 Par Value - 65,000		65,000	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$52.35				Current   01/09/2011	General Motors Common Stock, \$1-2/3 Par Value - 46,668		46,668	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$52.35				01/08/2004   01/09/2011	General Motors Common Stock, \$1-2/3 Par Value - 23,332		23,332	D	

Explanation of Responses :

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\*\* Intentional misstatements or omissions of facts \_\_\_\_\_  
constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).      \*\* Signature of Reporting Person  
Date

Note: File three copies of this Form, one of  
which must be manually signed. If space is  
insufficient,

**Martin I. Darvick - POA for  
Thomas A. Gottschalk**

See Instruction 6 for procedure.

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

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FOOTNOTE Descriptions for General Motors Corporation GM & GMH

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**Thomas A. Gottschalk**  
**300 Renaissance Center, P.O. Box 300**  
**Mail Code: 482-C38-B71**  
**Detroit, MI 48265-3000**

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Explanation of responses:

- (1) Shares held in trust under General Motors Stock Purchase Program as of 12/31/02. State Street Bank & Trust Co., Trustee. Shares owned pursuant to Rule 16b-3 exempt employee savings plan.
- (2) Employee stock options granted pursuant to Rule 16b-3 qualified General Motors Stock Incentive Plan.
- (3) Restricted Stock Units granted pursuant to Rule 16b-3 qualified General Motors Stock Incentive Plan in lieu of a 2002 cash bonus are to be settled in stock upon my retirement.

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