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GENERAL MOTORS CORP  
Form 8-K  
March 20, 2003

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549-1004

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) March 12, 2003  
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GENERAL MOTORS CORPORATION  
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(Exact name of registrant as specified in its charter)

STATE OF DELAWARE	1-143	38-0572515
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(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

300 Renaissance Center, Detroit, Michigan	48265-3000
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(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (313)-556-5000  
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ITEM 5. OTHER ITEMS

As further described in GM's Annual Report on Form 10-K for the fiscal year ended December 31, 2002, on March 12, 2003, GM contributed 149.2 million shares of GM Class H common stock to certain of its U.S. employee benefit plans. In connection with the contribution, GM and United States Trust Company of New York, as trustee for the employee benefit plans, amended and restated their existing restated Registration Rights Agreement, dated July 1, 2000, and existing Transfer Agreement, dated June 12, 2000, and entered into other related agreements. The amended and restated Registration Rights Agreement and amended and restated Transfer Agreement provide various restrictions on the transfer of the shares of GM Class H common stock held by each of the employee benefit plans. In addition, the amended and restated Registration Rights Agreement provides the employee benefit plans certain rights to have their shares of GM Class H common stock registered under the Securities Act of 1933, as amended. This description is qualified by the amended and restated Registration Rights Agreement and related exhibits and the amended and restated Transfer Agreement, copies of which are attached as exhibits hereto.

EXHIBITS

Designation	Description	Method of Filing
Exhibit 99.1	First Amended and Restated Registration Rights Agreement by and among General Motors Corporation and U.S. Trust Company of New York, as Trustee of the General Motors Special Hourly Employees Pension Trust, as Trustee of the General Motors Special Salaried Employees Pension Trust and as Trustee of the Sub-Trust of the General Motors Welfare Benefit Trust dated as of March 12, 2003 (including the exhibits thereto)	Filed with this Report
Exhibit 99.2	First Amended and Restated Transfer Agreement by and among General Motors Corporation and U.S. Trust Company of New York, as Trustee of the General Motors Special Hourly Employees Pension Trust, as Trustee of the General Motors Special Salaried Employees Pension Trust and as Trustee of the Sub-Trust of the General Motors Welfare Benefit Trust dated as of March 12, 2003	Included in Exhibit 99.1

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SIGNATURE

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.

GENERAL MOTORS CORPORATION  
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 (Registrant)

Date March 20, 2003  
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By

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/s/Peter R. Bible

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(Peter R. Bible,  
Chief Accounting Officer)