

GENERAL MOTORS CORP
Form SC 13G/A
February 14, 2003

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13D-1(B), (C) AND (D) AND AMENDMENTS THERETO FILED
PURSUANT TO 13D-2(B)
(AMENDMENT NO. 1)*

GENERAL MOTORS CORPORATION

(NAME OF ISSUER)

CLASS H COMMON STOCK, \$0.10 PAR VALUE 370442 83 2
(TITLE OF CLASS OF SECURITIES) (CUSIP NUMBER)

DECEMBER 31, 2002

(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

Check the appropriate box to designate the rule pursuant
to which this Schedule is filed:

- Rule 13d-1 (b)
- Rule 13d-1 (c)
- Rule 13d-1 (d)

*The remainder of this cover page should be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter
disclosures provided in a prior cover page.

The information required is the remainder of this cover page shall not be deemed
to be "filed" for the purposes of Section 18 of the Securities Exchange Act of
1934 ("Act") or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the
Notes).

(Continued on following page(s))
(Page 1)

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|----|---|---|
| 1 | NAMES OF REPORTING PERSONS: | INVESTMENT FUNDS C OF GENERAL MOTORS OF CERTAIN PENSION |
| | I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY): | NOT APPLICABLE |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: | |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION: | NOT APPLICABLE |
| | NUMBER OF SHARES | 5 SOLE VOTING POWER: -- (|
| | BENEFICIALLY OWNED BY | 6 SHARED VOTING POWER: 181, |
| | EACH REPORTING | 7 SOLE DISPOSITIVE POWER: -- (|
| | PERSON WITH | 8 SHARED DISPOSITIVE POWER: 181, |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: | 181, |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | |
| 12 | TYPE OF REPORTING PERSON: | OO |

ITEM 1

- (a) NAME OF ISSUER:
General Motors Corporation
- (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
300 Renaissance Center
Detroit, Michigan 48625-3000

ITEM 2

- (a) NAME OF PERSON FILING:

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Investment Funds Committee (the "Committee") of the Board of Directors of General Motors Corporation ("GM"), as a named fiduciary under the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), for the General Motors Hourly-Rate Employees Pension Plan (the "Plan") and the Sub-Trust of the General Motors Welfare Benefit Trust established as a voluntary employees' beneficiary association to fund certain collectively bargained hourly retiree health care benefits under the General Motors Health Care Program for Hourly Employees and certain collectively bargained hourly retiree life insurance benefits under the General Motors Life and Disability Benefits Program for Hourly Employees and such benefits under other applicable collectively bargained welfare plans (the "VEBA"). As of December 31, 2002, the members of the Committee were Messrs. Percy N. Barnevik (Chairman), Armando Codina, George M.C. Fisher, Nobuyuki Idei, E. Stanley O'Neal, and John F. Smith, Jr.

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

Principal Business Office:

c/o General Motors Corporation
767 Fifth Avenue
New York, New York 10153
Attention: Chief Investment Funds Officer

(c) CITIZENSHIP:

Not applicable

(d) TITLE OF CLASS OF SECURITIES:

Class H Common Stock, \$0.10 par value (the "Common Stock")

(e) CUSIP NUMBER: 370442 83 2

3

ITEM 3 IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR
RULE 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

(f) An employee benefit plan or endowment fund in accordance
with Rule 13d-1(b)(1)(ii)(F).

ITEM 4 OWNERSHIP.

(a)-(c)

Subject to the discussion below, as of December 31, 2002, the Committee may be deemed the beneficial owner, on behalf of the Plan and the VEBA, for purposes of Sections 13(d) and 13(g) of the Securities Exchange Act of 1934, as amended (the "Act"), of a total of 181,500,000 shares of Common Stock (160,800,000 shares on behalf of the Plan and 20,700,000 shares on behalf of the VEBA), representing approximately 18.9% of the shares of Common Stock outstanding (16.8% on behalf of the Plan and 2.1% on behalf of the VEBA) (based on the 958,284,272 shares outstanding as of December 31, 2002, as reported in the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 16,

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2003), as to all of which shares the Committee may be deemed to share the power to direct the voting or disposition thereof.

The Committee is a named fiduciary (in accordance with ERISA) of the Plan and the VEBA and in such capacities has and exercises the power to appoint, and terminate the appointment of, investment managers for holdings of securities or other property contributed to the Plan and the VEBA by GM. The Committee, as a named fiduciary for the Plan and the VEBA, has also retained General Motors Investment Management Corporation ("GMIMCo"), a wholly-owned subsidiary of GM that is registered with the U.S. Securities and Exchange Commission as an investment adviser under the Investment Advisers Act of 1940, as amended, to perform certain investment management and administrative functions for the Plan and the VEBA, including to appoint independent investment managers for all other holdings of the Plan and the VEBA. GMIMCo has appointed various independent investment managers for the Plan and the VEBA, some of whom have authority to cause the Plan and the VEBA to acquire publicly traded equity securities, which may include shares of Common Stock.

Pursuant to appointment by the Committee, at December 31, 2002, United States Trust Company of New York ("U.S. Trust"), as trustee and investment manager, held and had the power to vote and dispose of 160,800,000 shares of Common Stock owned by the Plan and

4

20,700,000 shares of Common Stock owned by the VEBA (together, 181,500,000 shares), representing approximately 16.8% and 2.1%, respectively, (together 18.9%) of the outstanding shares of Common Stock.

Neither the Committee nor GMIMCo has directed U.S. Trust with respect to the voting or the disposition or continued ownership by the Plan or the VEBA of any shares of Common Stock over which they had management. Although the Committee does not exercise voting or dispositive powers with respect to any shares of Common Stock owned by the Plan or the VEBA, it may be deemed to be a beneficial owner, on behalf of the Plan and the VEBA, for purposes of Sections 13(d) and 13(g) of the Act of the shares of Common Stock held in trust and managed for the Plan and the VEBA by U.S. Trust because it has the power under certain circumstances to terminate within 60 days the appointment of U.S. Trust as trustee and investment manager for the Plan and the VEBA with respect to such shares. Notwithstanding the foregoing, the filing of this statement is not an admission that the Committee is, for the purposes of Section 13(d) or 13(g) of the Act, a beneficial owner of any of the securities covered by this statement and such beneficial ownership is disclaimed.

ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

The responses to Items 2 and 4 hereof are incorporated by reference herein.

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ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9 NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

5

ITEM 10 CERTIFICATIONS.

(a)

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

6

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2003

By: /s/ Michael Klehm

Name: Michael Klehm
Title: Chief Operating Officer of
General Motors Investment Management
Corporation and Representative of the
Investment Funds Committee of the
Board of Directors of General Motors
Corporation (*)

(*) Certification of authorization to sign this statement has been filed with the Commission on February 14, 2001, as Exhibit 1 to the Reporting Person's Schedule 13G with respect to the Class H Common Stock of General Motors Corporation, and is hereby incorporated by

reference.