

GENERAL MOTORS CORP
 Form 4
 January 23, 2003

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

Gottschalk, Thomas A. - January 2003**Form 4 (continued)**

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)	4. Transaction Code and Voluntary 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. Ownership Form of Derivative 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 	(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 	(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 	(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 	(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

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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