

GENERAL MOTORS CORP
 Form 4
 January 23, 2003

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| <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* Devine, John M.</p> <p>(Last) (First) (Middle)</p> <p>General Motors Corporation 300 Renaissance Center MC: 482-C39-B30</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 <input checked="" type="checkbox"/> Officer ____</p> <p>Other</p> <p>Officer/Other Description Vice Chairman & Chief Financial Officer</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> |
|---|--|---|---|

| 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 | | | | 166,584 | D (1) | |
| General Motors Common Stock, \$1-2/3 Par Value | | | | 69 | I | Trust (2) |
| GM Class H Common Stock, \$.10 Par Value | | | | 3,503 | D | |
| | | | | | | |

(over)

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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) (3) | \$50.46 | 01/07/2002 | M V | (A) 66,668 | Current 01/08/2012 | General Motors Common Stock, \$1-2/3 Par Value - 66,668 | | 66,668 | D | |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) (3) | \$50.46 | 01/07/2002 | M V | (A) 66,666 | 01/07/2004 01/08/2012 | General Motors Common Stock, \$1-2/3 Par Value - 66,666 | | 66,666 | D | |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) (3) | \$50.46 | 01/07/2002 | M V | (A) 66,666 | 01/07/2005 01/08/2012 | General Motors Common Stock, \$1-2/3 Par Value - 66,666 | | 66,666 | D | |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) (3) | \$50.82 | 02/04/2002 | M V | (A) 33,334 | 02/04/2003 02/05/2012 | General Motors Common Stock, \$1-2/3 Par Value - 33,334 | | 33,334 | D | |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) (3) | \$50.82 | 02/04/2002 | M V | (A) 33,333 | 02/04/2004 02/05/2012 | General Motors Common Stock, \$1-2/3 Par Value - 33,333 | | 33,333 | D | |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) (3) | \$50.82 | 02/04/2002 | M V | (A) 33,333 | 02/04/2005 02/05/2012 | General Motors Common Stock, \$1-2/3 Par Value - 33,333 | | 33,333 | D | |
| GM Stock \$1-2/3 Par Value Option (Right To Buy) (3) | \$40.05 | 01/21/2003 | M | (A) 66,668 | 01/21/2004 01/22/2013 | General Motors Common Stock, \$1-2/3 Par Value - | | 66,668 | D | |

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|--|---------|------------|-------------|---------------|--------------------------|--|--|---------|---|--|
| Buy) (3) | | | | | | 66,668 | | | | |
| GM Stock \$1-2/3 Par Value Option (Right To Buy) (3) | \$40.05 | 01/21/2003 | M | (A) 66,666 | 01/21/2005 01/22/2013 | General Motors Common Stock, \$1-2/3 Par Value - 66,666 | | 66,666 | D | |
| GM Stock \$1-2/3 Par Value Option (Right To Buy) (3) | \$40.05 | 01/21/2003 | M | (A) 66,666 | 01/21/2006 01/22/2013 | General Motors Common Stock, \$1-2/3 Par Value - 66,666 | | 66,666 | D | |
| GM Stock \$1-2/3 Par Value, Restricted Stock Units (4) | 1:1 | 01/21/2003 | A | (A) 75,000 | (4) (4) | General Motors Common Stock, \$1-2/3 Par Value - 75,000 | | 75,000 | D | |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) (5) | \$52.54 | | | | Current 12/14/2010 | General Motors Common Stock, \$1-2/3 Par Value - 200,000 | | 200,000 | D | |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) (5) | \$52.54 | | | | (5) 12/14/2010 | General Motors Common Stock, \$1-2/3 Par Value - 300,000 | | 300,000 | D | |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) (3) | \$52.35 | | | | Current 01/09/2011 | General Motors Common Stock, \$1-2/3 Par Value - 133,334 | | 133,334 | D | |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) (3) | \$52.35 | | | | 01/08/2004 01/09/2011 | General Motors Common Stock, \$1-2/3 Par Value - 66,666 | | 66,666 | D | |
| GM Stock \$1-2/3 Par Value Phantom Stock Units (6) | 1:1 | | | | (6) (6) | General Motors Common Stock, \$1-2/3 Par Value - 49,589 | | 49,589 | D | |

Explanation of Responses :

** 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,

See Instruction 6 for procedure.

**Martin I. Darvick - POA for
John M. Devine**

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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Form 4 (continued)

FOOTNOTE Descriptions for General Motors Corporation GM & GMH

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John M. Devine
General Motors Corporation
300 Renaissance Center MC: 482-C39-B30
Detroit, MI 48265-3000

Explanation of responses:

- (1) Restricted Stock Unit grant, 19,040 shares to be delivered on each of 12/13/03, 12/13/04 and 12/13/05. Also, 95,000 shares are to be delivered 18 months after my retirement. Shares are subject to forfeiture. Dividend equivalents are earned on each share until delivered.
- (2) 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.
- (3) Employee stock options granted pursuant to Rule 16b-3 qualified General Motors Stock Incentive Plan.
- (4) 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.
- (5) Employee stock options granted pursuant to Rule 16b-3 qualified General Motors Stock Incentive Plan; 100,000 shares are first exercisable on 12/13/03; 100,000 shares are first exercisable on 12/13/04; and 100,000 shares are first exercisable on 12/13/05.
- (6) The Phantom Stock Units were accrued under the Rule 16b-3 qualified General Motors Deferred Compensation Plan and are to be settled in cash upon my retirement. Dividend equivalents are earned on each Phantom Stock Unit. Units held as of 12/31/02.