

GENERAL MOTORS CORP

Form 4

January 23, 2003

FORM 4 [] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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* Kempston Darkes, Vera Maureen <div style="display: flex; justify-content: space-between;"> (Last) (First) (Middle) </div> Huntington Centre 1 2901 S.W. 149th Ave., Suite 400 <div style="text-align: center;">(Street)</div> Miramar, FL 33027 <div style="display: flex; justify-content: space-between;"> (City) (State) (Zip) </div>	2. Issuer Name and Ticker or Trading Symbol General Motors Corporation GM & GMH	4. Statement for (Month/Year) January 21, 2003	6. Relationship of Reporting Person(s) to Issuer <div style="text-align: center;">(Check all applicable)</div> <div style="display: flex; justify-content: space-between;"> _____ Director _____ 10% </div> <div style="display: flex; justify-content: space-between;"> Owner _____ </div> <div style="display: flex; justify-content: space-between;"> <input checked="" type="checkbox"/> Officer _____ </div> <div style="display: flex; justify-content: space-between;"> Other _____ </div> <div style="display: flex; justify-content: space-between;"> Officer/Other Description _____ </div> <div style="display: flex; justify-content: space-between;"> Vice President </div>			
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		5. If Amendment, Date of Original (Month/Year)				
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) <hr/> Code V	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5) <hr/> <div style="display: flex; justify-content: space-between;"> Amount A/D </div> <div style="display: flex; justify-content: space-between;"> Price </div>	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				9,046	D	
General Motors Common Stock, \$1-2/3 Par Value				8,973	I	By Fidelity Group Trustee (1)
GM Class H Common Stock, \$.10 Par Value				918	D	
GM Class H Common Stock, \$.10 Par Value				5,034	I	By Fidelity Group Trustee (1)

Kempston Darkes, Vera Maureen - 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 (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 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) 13,334	Current 01/08/2012	General Motors Common Stock, \$1-2/3 Par Value - 13,334		13,334	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$50.46	01/07/2002	M V	(A) 13,333	01/07/2004 01/08/2012	General Motors Common Stock, \$1-2/3 Par Value - 13,333		13,333	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$50.46	01/07/2002	M V	(A) 13,333	01/07/2005 01/08/2012	General Motors Common Stock, \$1-2/3 Par Value - 13,333		13,333	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$50.82	02/04/2002	M V	(A) 6,668	02/04/2003 02/05/2012	General Motors Common Stock, \$1-2/3 Par Value - 6,668		6,668	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$50.82	02/04/2002	M V	(A) 6,666	02/04/2004 02/05/2012	General Motors Common Stock, \$1-2/3 Par Value - 6,666		6,666	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$50.82	02/04/2002	M V	(A) 6,666	02/04/2005 02/05/2012	General Motors Common Stock, \$1-2/3 Par Value - 6,666		6,666	D	
GM Stock \$1-2/3 Par Value Option	\$40.05	01/21/2003	M 	(A) 15,002	01/21/2004 01/22/2013	General Motors Common Stock, \$1-2/3		15,002	D	

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(Right To Buy) (2)						Par Value - 15,002				
GM Stock \$1-2/3 Par Value Option (Right To Buy) (2)	\$40.05	01/21/2003	M	(A) 14,999	01/21/2005 01/22/2013	General Motors Common Stock, \$1-2/3 Par Value - 14,999		14,999	D	
GM Stock \$1-2/3 Par Value Option (Right To Buy) (2)	\$40.05	01/21/2003	M	(A) 14,999	01/21/2006 01/22/2013	General Motors Common Stock, \$1-2/3 Par Value - 14,999		14,999	D	
GM Stock \$1-2/3 Par Value Option (Right To Buy) (2)	\$45.30				Current 01/11/2004	General Motors Common Stock, \$1-2/3 Par Value - 6,089		6,089	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 - 15,648		15,648	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 - 16,953		16,953	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 - 15,626		15,626	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 - 19,232		19,232	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 - 18,000		18,000	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 - 12,667		12,667	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 - 6,333		6,333	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
Vera Maureen Kempston Darkes**

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.

Page 2
SEC 1474 (3-99)

Kempston Darkes, Vera Maureen - January 2003

Form 4 (continued)

FOOTNOTE Descriptions for General Motors Corporation GM & GMH

Form 4 - January 2003

Vera Maureen Kempston Darkes
Huntington Centre 1
2901 S.W. 149th Ave., Suite 400
Miramar, FL 33027

Explanation of responses:

- (1) Shares held in trust under General Motors Canadian Savings Stock Purchase Program as of December 31, 2002. Fidelity Group, 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.

Page 3