

GENERAL MOTORS CORP

Form 4

January 23, 2003

<b>FORM 4</b>  [ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b>  Washington, D.C. 20549  <b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b>  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* <b>Henderson, Frederick A.</b>  <div style="display: flex; justify-content: space-between;"> <span>(Last)</span> <span>(First)</span> <span>(Middle)</span> </div> <b>300 Renaissance Center, P.O. Box 300</b> <b>Mail Code: 482-C38-B71</b>  <div style="text-align: center;">(Street)</div> <b>Detroit, MI 48265-3000</b>  <div style="display: flex; justify-content: space-between;"> <span>(City)</span> <span>(State)</span> <span>(Zip)</span> </div>	2. Issuer Name and Ticker or Trading Symbol  <b>General Motors Corporation GM &amp; GMH</b>	4. Statement for (Month/Year)  <b>January 21, 2003</b>	6. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <div style="display: flex; justify-content: space-between;"> <span>_____ Director _____</span> </div> 10% Owner _____ <div style="text-align: center;"><input checked="" type="checkbox"/> Officer _____</div> Other _____  Officer/Other Description <b>Group Vice President</b>  7. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Individual Filing <input type="checkbox"/> Joint/Group Filing			
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>						
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;"> <span>Amount  </span> <span>A/D</span> </div> <div style="display: flex; justify-content: space-between;"> <span> </span> <span>Price</span> </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				8,529	D	
General Motors Common Stock, \$1-2/3 Par Value				4,058	I	Trust (1)
GM Class H Common Stock, \$.10 Par Value				1,188	D	

 (over)  
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<b>Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)</b>										
1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exercise Price of Deri- vative 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 Deriv- ative 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) 18,334	Current    01/08/2012	General Motors Common Stock, \$1-2/3 Par Value - 18,334		18,334	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$50.46	01/07/2002	M    V	(A) 18,333	01/07/2004    01/08/2012	General Motors Common Stock, \$1-2/3 Par Value - 18,333		18,333	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$50.46	01/07/2002	M    V	(A) 18,333	01/07/2005    01/08/2012	General Motors Common Stock, \$1-2/3 Par Value - 18,333		18,333	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$50.82	02/04/2002	M    V	(A) 11,668	02/04/2003    02/05/2012	General Motors Common Stock, \$1-2/3 Par Value - 11,668		11,668	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$50.82	02/04/2002	M    V	(A) 11,666	02/04/2004    02/05/2012	General Motors Common Stock, \$1-2/3 Par Value - 11,666		11,666	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$50.82	02/04/2002	M    V	(A) 11,666	02/04/2005    02/05/2012	General Motors Common Stock, \$1-2/3 Par Value - 11,666		11,666	D	
GM Stock \$1-2/3 Par Value Option (Right To Buy) (2)	\$40.05	01/21/2003	M    &nbsp;nbsp;nbsp;	(A) 18,334	01/21/2004    01/22/2013	General Motors Common Stock, \$1-2/3 Par Value - 18,334		18,334	D	
GM Stock \$1-2/3 Par	\$40.05	01/21/2003	M	(A) 18,333	01/21/2005	General Motors		18,333	D	

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Value Option (Right To Buy) (2)			&nbsp;nbsp;		01/22/2013	Common Stock, \$1-2/3 Par Value - 18,333				
GM Stock \$1-2/3 Par Value Option (Right To Buy) (2)	\$40.05	01/21/2003	M &nbsp;nbsp;	(A) 18,333	01/21/2006  01/22/2013	General Motors Common Stock, \$1-2/3 Par Value - 18,333		18,333	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 - 2,492		2,492	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 - 12,911		12,911	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 - 18,030		18,030	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 - 20,434		20,434	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 - 30,000		30,000	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 - 30,001		30,001	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 - 14,999		14,999	D	
GM Stock \$1-2/3 Par Value Phantom Stock Units (3)	1:1				(3)  (3)	General Motors Common Stock, \$1-2/3 Par Value - 16,639		16,639	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

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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  
Frederick A. Henderson**

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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**Frederick A. Henderson  
300 Renaissance Center, P.O. Box 300  
Mail Code: 482-C38-B71  
Detroit, MI 48265-3000**

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**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) 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.

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