

GENERAL MOTORS CORP

Form 4

January 22, 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* Burns, Michael J. <hr/> <div style="display: flex; justify-content: space-between;"> (Last) (First) (Middle) </div> c/o General Motors Europe AG Stelzenstrasse 4 <hr/> <div style="text-align: center;">(Street)</div> Glatbrugg, 8152 <hr/> <div style="display: flex; justify-content: space-between;"> (City) (State) (Zip) </div> Switzerland	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 _____ </div> <div style="display: flex; justify-content: space-between;"> 10% 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 Group Vice President </div>			
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		5. If Amendment, Date of Original (Month/Year)		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Individual Filing <input type="checkbox"/> Joint/Group Filing		

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)
General Motors Common Stock, \$1-2/3 Par Value		Code V	Amount A/D Price	24,837	D	
General Motors Common Stock, \$1-2/3 Par Value				4,937	I	Trust (1)
GM Class H Common Stock, \$.10 Par Value				4,215	D	
GM Class H Common Stock, \$.10 Par Value				533	I	Trust (1)

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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. Conver- sion or Exercise Price of Deri- vative Security	3. Transac- tion Date (Month/ Day/ Year)	4. Transac- tion 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) 16,668	Current 01/08/2012	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)	\$50.46	01/07/2002	M V	(A) 16,666	01/07/2004 01/08/2012	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)	\$50.46	01/07/2002	M V	(A) 16,666	01/07/2005 01/08/2012	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) 8,334	02/04/2003 02/05/2012	General Motors Common Stock, \$1-2/3 Par Value - 8,334		8,334	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$50.82	02/04/2002	M V	(A) 8,333	02/04/2004 02/05/2012	General Motors Common Stock, \$1-2/3 Par Value - 8,333		8,333	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$50.82	02/04/2002	M V	(A) 8,333	02/04/2005 02/05/2012	General Motors Common Stock, \$1-2/3 Par Value - 8,333		8,333	D	
GM Stock \$1-2/3 Par Value Option	\$40.05	01/21/2003	M 	(A) 16,668	01/21/2004 01/22/2013	General Motors Common Stock, \$1-2/3		16,668	D	

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(Right To Buy) (2)						Par Value - 16,668				
GM Stock \$1-2/3 Par Value Option (Right To Buy) (2)	\$40.05	01/21/2003	M	(A) 16,666	01/21/2005 01/22/2013	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)	\$40.05	01/21/2003	M	(A) 16,666	01/21/2006 01/22/2013	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)	\$46.59				Current 01/13/2008	General Motors Common Stock, \$1-2/3 Par Value - 17,801		17,801	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 - 48,080		48,080	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 - 45,000		45,000	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	

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
Michael J. Burns**

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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Michael J. Burns
c/o General Motors Europe AG
Stelzenstrasse 4
Glatbrugg, 8152

Explanation of responses:

(2) Employee stock options granted pursuant to Rule 16b-3 qualified General Motors Stock Incentive Plan.

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