

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* Schmidt, Paul W. <div style="display: flex; justify-content: space-between;"> (Last) (First) (Middle) </div> 300 Renaissance Center <div style="text-align: center;">(Street)</div> Detroit, MI 48265-3000 <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 (Check all applicable) <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 Controller </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	20,005	D	
General Motors Common Stock, \$1-2/3 Par Value				1,772	I	Trust (1)
GM Class H Common Stock, \$.10 Par Value				14,022	D	

 (over)
 SEC 1474 (3-99)

Schmidt, Paul W. - 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. Con- version 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)	\$40.05	01/21/2003	M nbsp;nbsp;	(A) 5,668	01/21/2004 01/22/2013	General Motors Common Stock, \$1-2/3 Par Value - 5,668		5,668	D	
GM Stock \$1-2/3 Par Value Option (Right To Buy) (2)	\$40.05	01/21/2003	M nbsp;nbsp;	(A) 5,666	01/21/2005 01/22/2013	General Motors Common Stock, \$1-2/3 Par Value - 5,666		5,666	D	
GM Stock \$1-2/3 Par Value Option (Right To Buy) (2)	\$40.05	01/21/2003	M nbsp;nbsp;	(A) 5,666	01/21/2006 01/22/2013	General Motors Common Stock, \$1-2/3 Par Value - 5,666		5,666	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 - 11,736		11,736	D	
GM Stock \$1-2/3 Par Value Option (Right To Buy) (2)	\$33.17				Current 01/10/2005	General Motors Common Stock, \$1-2/3 Par Value - 13,040		13,040	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 - 13,040		13,040	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 - 15,648		15,648	D	
GM Stock \$1-2/3 Par	\$46.59				Current	General Motors		15,626	D	

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Value Option (Right to Buy) (2)					01/13/2008	Common Stock, \$1-2/3 Par Value - 15,626				
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 - 18,030		18,030	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 - 16,000		16,000	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 - 11,334		11,334	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 - 5,666		5,666	D	
GM Stock \$1-2/3 Par Value Option (Right To Buy) (2)	\$50.46				Current 01/08/2012	General Motors Common Stock, \$1-2/3 Par Value - 5,668		5,668	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$50.46				01/07/2004 01/08/2012	General Motors Common Stock, \$1-2/3 Par Value - 5,666		5,666	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$50.46				01/07/2005 01/08/2012	General Motors Common Stock, \$1-2/3 Par Value - 5,666		5,666	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$50.82				02/04/2003 02/05/2012	General Motors Common Stock, \$1-2/3 Par Value - 2,834		2,834	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$50.82				02/04/2004 02/05/2012	General Motors Common Stock, \$1-2/3 Par Value - 2,833		2,833	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$50.82				02/04/2005 02/05/2012	General Motors Common Stock, \$1-2/3 Par Value - 2,833		2,833	D	
GM Stock \$1-2/3 Par	1:1				(3)	General Motors		7,195	D	

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Value Phantom Stock Units (3)					(3)	Common Stock, \$1-2/3 Par Value - 7,195				

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
Paul W. Schmidt**

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)

Schmidt, Paul W. - January 2003

Form 4 (continued)

FOOTNOTE Descriptions for General Motors Corporation GM & GMH

Form 4 - January 2003

**Paul W. Schmidt
300 Renaissance Center
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) 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.

Page 3