

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 OMB Number: 3235-0287 Expires: December 31, 2001 Estimated average burden hours per response. . . . 0.5	
1. Name and Address of Reporting Person* Szygenda, Ralph James (Last) (First) (Middle) 300 Renaissance Center, P.O. Box 300 Mail Code: 482-C38-B71 (Street) Detroit, MI 48265-3000 (City) (State) (Zip)	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) _____ Director _____ 10% Owner _____ X Officer _____ Other _____ Officer/Other Description Group Vice President 7. Individual or Joint/Group Filing (Check Applicable Line) X Individual Filing _____ 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) Code V	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5) Amount A/D Price	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				19,498	D	
General Motors Common Stock, \$1-2/3 Par Value				1,292	I	Trust (1)
GM Class H Common Stock, \$.10 Par Value				2,676	D	

(over)

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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. 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 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) 15,668	Current 01/08/2012	General Motors Common Stock, \$1-2/3 Par Value - 15,668		15,668	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$50.46	01/07/2002	M V	(A) 15,666	01/07/2004 01/08/2012	General Motors Common Stock, \$1-2/3 Par Value - 15,666		15,666	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$50.46	01/07/2002	M V	(A) 15,666	01/07/2005 01/08/2012	General Motors Common Stock, \$1-2/3 Par Value - 15,666		15,666	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$50.82	02/04/2002	M V	(A) 7,834	02/04/2003 02/05/2012	General Motors Common Stock, \$1-2/3 Par Value - 7,834		7,834	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$50.82	02/04/2002	M V	(A) 7,833	02/04/2004 02/05/2012	General Motors Common Stock, \$1-2/3 Par Value - 7,833		7,833	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$50.82	02/04/2002	M V	(A) 7,833	02/04/2005 02/05/2012	General Motors Common Stock, \$1-2/3 Par Value - 7,833		7,833	D	
GM Stock \$1-2/3 Par Value Option (Right To Buy) (2)	\$40.05	01/21/2003	M V	(A) 15,668	01/21/2004 01/22/2013	General Motors Common Stock, \$1-2/3 Par Value - 15,668		15,668	D	
GM Stock \$1-2/3 Par	\$40.05	01/21/2003	M	(A) 15,666	01/21/2005	General Motors		15,666	D	

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Value Option (Right To Buy) (2)			 nbsp		01/22/2013	Common Stock, \$1-2/3 Par Value - 15,666				
GM Stock \$1-2/3 Par Value Option (Right To Buy) (2)	\$40.05	01/21/2003	M nbsp	(A) 15,666	01/21/2006 01/22/2013	General Motors Common Stock, \$1-2/3 Par Value - 15,666		15,666	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (2)	\$40.32				Current 06/29/2006	General Motors Common Stock, \$1-2/3 Par Value - 16,300		16,300	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 - 20,988		20,988	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 - 30,050		30,050	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 - 33,656		33,656	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 - 38,000		38,000	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 - 28,001		28,001	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 - 13,999		13,999	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
Ralph James Szygenda**

Potential persons who are to respond to the

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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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Ralph James Szygenda
300 Renaissance Center, P.O. Box 300
Mail Code: 482-C38-B71
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.

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