

GENERAL MOTORS CORP
 Form 4
 January 23, 2003

<p>FORM 4</p> <p>[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>	<p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</p> <p>Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>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</p>	<p style="text-align: center;">OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287</p> <p>Expires: December 31, 2001</p> <p>Estimated average burden hours per response. 0.5</p>
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<p>1. Name and Address of Reporting Person*</p> <p>Kempston Darkes, Vera Maureen</p> <hr/> <p>(Last) (First) (Middle)</p> <p>Huntington Centre 1 2901 S.W. 149th Ave., Suite 400</p> <hr/> <p>(Street)</p> <p>Miramar, FL 33027</p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>General Motors Corporation GM & GMH</p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for (Month/Year)</p> <p>January 21, 2003</p> <hr/> <p>5. If Amendment, Date of Original (Month/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer</p> <p style="text-align: center;">(Check all applicable)</p> <p>_____ Director _____ 10%</p> <p>Owner _____ <input checked="" type="checkbox"/> _____ Officer _____</p> <p>Other _____</p> <p>Officer/Other Description Vice President</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing</p> <p><input type="checkbox"/> Joint/Group Filing</p>
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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)
		Code V	Amount A/D Price			
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)

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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 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. Ownership 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.

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FOOTNOTE Descriptions for General Motors Corporation GM & GMH

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**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.

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