

GENERAL MOTORS CORP

Form 4

February 03, 2003

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                        |                                                              |                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                                                                         |                                                                                                                                               |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>FORM 4</b><br><br>[ ] 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><br><br>Washington, D.C. 20549<br><br><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b><br><br>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<br><br><hr/> OMB Number:<br>3235-0287<br>Expires: December 31, 2001<br>Estimated average burden hours per response. . . .<br>0.5 |  |
| 1. Name and Address of Reporting Person*<br><b>Stephens, Thomas G.</b><br><br><div style="display: flex; justify-content: space-between;"> <span>(Last)</span> <span>(First)</span> <span>(Middle)</span> </div> <b>General Motors Powertrain</b><br><b>777 Joslin Avenue</b><br><br><div style="text-align: center;">(Street)</div> <b>Pontiac, MI 48340-2925</b><br><br><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<br><br><b>General Motors Corporation</b><br><b>GM &amp; GMH</b>                                                                                                                                                                                                                                            | 4. Statement for (Month/Year)<br><br><b>January 31, 2003</b> | 6. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><br><div style="display: flex; justify-content: space-between;"> <span>_____ Director _____</span> </div> 10% Owner _____<br><div style="text-align: center;"><b>X</b></div> Officer _____<br>Other _____<br><br>Officer/Other Description <b>Group Vice President</b> |                                                                                                                                                                         |                                                                                                                                               |  |
| 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)<br><br><input checked="" type="checkbox"/> Individual Filing<br><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<br>  Price                                            | 6,803                                                                       | D                                                       |                                                       |
| General Motors Common Stock, \$1-2/3 Par Value                                   |                                      |                                                   |                                                                    | 364                                                                         | I                                                       | Trust (1)                                             |
| GM Class H Common Stock, \$.10 Par Value                                         |                                      |                                                   |                                                                    | 4,212                                                                       | D                                                       |                                                       |
| GM Class H Common Stock, \$.10 Par Value                                         |                                      |                                                   |                                                                    | 1,589                                                                       | I                                                       | Trust (1)                                             |
|                                                                                  |                                      |                                                   |                                                                    |                                                                             |                                                         |                                                       |

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## Form 4 (continued)

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(e.g., puts, calls, warrants, options, convertible securities) |                                                                    |                                                    |                                                                        |                                                                                                                         |                                                                              |                                                                              |                                                       |                                                                                                      |                                                                                                    |                                                                   |
|-------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|----------------------------------------------------|------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|------------------------------------------------------------------------------|-------------------------------------------------------|------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)                                                                                             | 2. Conversion or<br>Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/<br>Day/<br>Year) | 4. Transaction<br>Code<br>and<br>Voluntary<br>(V)<br>Code<br>(Instr.8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A)<br>or<br>Disposed<br>(D) Of<br><br>(Instr. 3,4<br>and 5) | 6. Date<br>Exercisable(DE) and<br>Expiration<br>Date(ED)<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and<br>4) | 8. Price<br>of<br>Derivative<br>Security<br>(Instr.5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>at End of<br>Month<br>(Instr.4) | 10. Owner-<br>ship<br>Form of<br>Derivative<br>Security:<br>Direct<br>(D)<br>or<br>Indirect<br>(I) | 11. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr.4) |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Phantom<br>Stock Units<br>(2)                                                                               | 1:1                                                                | 01/31/2003                                         | A<br><br>V                                                             | (A)<br>23,767                                                                                                           | (3)<br><br>1 (3)                                                             | General<br>Motors<br>Common<br>Stock, \$1-2/3<br>Par Value -<br>23,767       |                                                       | 38,157                                                                                               | D                                                                                                  |                                                                   |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option<br>(Right To<br>Buy) (3)                                                                             | \$45.30                                                            |                                                    |                                                                        |                                                                                                                         | Current<br><br>1 01/11/2004                                                  | General<br>Motors<br>Common<br>Stock, \$1-2/3<br>Par Value (3)<br>- 13,040   |                                                       | 13,040                                                                                               | D                                                                                                  |                                                                   |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option<br>(Right To<br>Buy) (3)                                                                             | \$33.17                                                            |                                                    |                                                                        |                                                                                                                         | Current<br><br>1 01/10/2005                                                  | General<br>Motors<br>Common<br>Stock, \$1-2/3<br>Par Value (3)<br>- 10,025   |                                                       | 10,025                                                                                               | D                                                                                                  |                                                                   |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option<br>(Right to<br>Buy) (3)                                                                             | \$40.07                                                            |                                                    |                                                                        |                                                                                                                         | Current<br><br>1 02/06/2006                                                  | General<br>Motors<br>Common<br>Stock, \$1-2/3<br>Par Value (3)<br>- 15,648   |                                                       | 15,648                                                                                               | D                                                                                                  |                                                                   |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option<br>(Right to<br>Buy) (3)                                                                             | \$44.73                                                            |                                                    |                                                                        |                                                                                                                         | Current<br><br>1 02/04/2007                                                  | General<br>Motors<br>Common<br>Stock, \$1-2/3<br>Par Value (3)<br>- 18,257   |                                                       | 18,257                                                                                               | D                                                                                                  |                                                                   |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option<br>(Right to<br>Buy) (3)                                                                             | \$46.59                                                            |                                                    |                                                                        |                                                                                                                         | Current<br><br>1 01/13/2008                                                  | General<br>Motors<br>Common<br>Stock, \$1-2/3<br>Par Value (3)<br>- 18,030   |                                                       | 18,030                                                                                               | D                                                                                                  |                                                                   |
| GM Stock<br>\$1-2/3 Par<br>Value<br>Option                                                                                                      | \$71.53                                                            |                                                    |                                                                        |                                                                                                                         | Current<br><br>1 01/12/2009                                                  | General<br>Motors<br>Common<br>Stock, \$1-2/3                                |                                                       | 20,434                                                                                               | D                                                                                                  |                                                                   |

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|                                                      |         |  |  |  |                          |                                                                |  |        |   |  |
|------------------------------------------------------|---------|--|--|--|--------------------------|----------------------------------------------------------------|--|--------|---|--|
| (Right to Buy) (3)                                   |         |  |  |  |                          | Par Value (3)<br>- 20,434                                      |  |        |   |  |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) (3) | \$75.50 |  |  |  | Current<br>01/11/2010    | General Motors Common Stock, \$1-2/3 Par Value (3)<br>- 18,000 |  | 18,000 | D |  |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) (3) | \$52.35 |  |  |  | Current<br>01/09/2011    | 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) (3) | \$52.35 |  |  |  | 01/08/2004<br>01/09/2011 | 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) (3) | \$50.46 |  |  |  | Current<br>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) (3) | \$50.46 |  |  |  | 01/07/2004<br>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) (3) | \$50.46 |  |  |  | 01/07/2005<br>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) (3) | \$50.82 |  |  |  | 02/04/2003<br>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) (3) | \$50.82 |  |  |  | 02/04/2004<br>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) (3) | \$50.82 |  |  |  | 02/04/2005<br>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) (3) | \$40.05 |  |  |  | 01/21/2004<br>01/22/2013 | General Motors Common Stock, \$1-2/3 Par Value - 13,334        |  | 13,334 | D |  |
| GM Stock \$1-2/3 Par Value Option                    | \$40.05 |  |  |  | 01/21/2005<br>01/22/2013 | General Motors Common Stock, \$1-2/3                           |  | 13,333 | D |  |

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|                                                      |         |  |  |  |                          |                                                         |  |        |   |  |
|------------------------------------------------------|---------|--|--|--|--------------------------|---------------------------------------------------------|--|--------|---|--|
| (Right To Buy) (3)                                   |         |  |  |  |                          | Par Value - 13,333                                      |  |        |   |  |
| GM Stock \$1-2/3 Par Value Option (Right To Buy) (3) | \$40.05 |  |  |  | 01/21/2006<br>01/22/2013 | General Motors Common Stock, \$1-2/3 Par Value - 13,333 |  | 13,333 | 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.

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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Form 4 (continued)

FOOTNOTE Descriptions for General Motors Corporation GM & GMH

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Thomas G. Stephens  
General Motors Powertrain  
777 Joslin Avenue  
Pontiac, MI 48340-2925

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) The Phantom Stock Units were accrued under the Rule 16b-3 qualified General Motors Deferred Compensation Plan. Dividend equivalents are earned on each Phantom Stock Unit. Units held as of 01/31/03.
- (3) Employee stock options granted pursuant to Rule 16b-3 qualified General Motors Stock Incentive Plan.

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