

GENERAL MOTORS CORP  
 Form 4  
 January 23, 2003

|   |   |  |
|---|---|--|
| <p><b>FORM 4</b></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><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b></p> <p>Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></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>OMB APPROVAL</p> <hr/> <p>OMB Number:<br/>3235-0287</p> <p>Expires: December 31, 2001</p> <p>Estimated average burden hours per response. . . . .<br/>0.5</p> |
|---|---|--|

|   |  |   |  |
|---|--|---|--|
| <p>1. Name and Address of Reporting Person*<br/><b>Stephens, Thomas G.</b></p> <hr/> <p>(Last) (First) (Middle)</p> <p><b>General Motors Powertrain</b><br/><b>777 Joslin Avenue</b></p> <hr/> <p>(Street)</p> <p><b>Pontiac, MI 48340-2925</b></p> <hr/> <p>(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>General Motors Corporation</b><br/><b>GM &amp; GMH</b></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><b>January 21, 2003</b></p> <hr/> <p>5. If Amendment, Date of Original (Month/Year)</p> | <p>6. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>_____ Director _____</p> <p>10% Owner _____</p> <p><input checked="" type="checkbox"/> Officer _____</p> <p>Other _____</p> <p>Officer/Other Description <b>Group Vice President</b></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> |
|---|--|---|--|

| 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<br>  Price  |   |   |   |
| General Motors Common Stock, \$1-2/3 Par Value                                   |                                      |   |  | 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)   |
|  |                                      |   |  |   |   |   |

## Stephens, Thomas G. - January 2003

## 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 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<br>V   | (A)<br>13,334   | 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) (2)  | \$50.46  | 01/07/2002                           | M<br>V   | (A)<br>13,333   | 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) (2)  | \$50.46  | 01/07/2002                           | M<br>V   | (A)<br>13,333   | 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) (2)  | \$50.82  | 02/04/2002                           | M<br>V   | (A) 6,668   | 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) (2)  | \$50.82  | 02/04/2002                           | M<br>V   | (A) 6,666   | 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) (2)  | \$50.82  | 02/04/2002                           | M<br>V   | (A) 6,666   | 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   | \$40.05  | 01/21/2003                           | M<br>&nbsp;                                      | (A)<br>13,334   | 01/21/2004<br>01/22/2013   | General Motors Common Stock, \$1-2/3                          |   | 13,334  | D   |   |

Edgar Filing: GENERAL MOTORS CORP - Form 4

|  |         |            |          |            |                            |   |  |        |   |  |
|--|---------|------------|----------|------------|----------------------------|---|--|--------|---|--|
| (Right To Buy) (2)                                   |         |            |          |            |                            | Par Value - 13,334  |  |        |   |  |
| GM Stock \$1-2/3 Par Value Option (Right To Buy) (2) | \$40.05 | 01/21/2003 | M &nbsp; | (A) 13,333 | 01/21/2005<br>  01/22/2013 | 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) | \$40.05 | 01/21/2003 | M &nbsp; | (A) 13,333 | 01/21/2006<br>  01/22/2013 | 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) | \$45.30 |            |          |            | Current<br>  01/11/2004    | General Motors Common Stock, \$1-2/3 Par Value (2) - 13,040 |  | 13,040 | D |  |
| GM Stock \$1-2/3 Par Value Option (Right To Buy) (2) | \$33.17 |            |          |            | Current<br>  01/10/2005    | General Motors Common Stock, \$1-2/3 Par Value (2) - 10,025 |  | 10,025 | D |  |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) (2) | \$40.07 |            |          |            | Current<br>  02/06/2006    | General Motors Common Stock, \$1-2/3 Par Value (2) - 15,648 |  | 15,648 | D |  |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) (2) | \$44.73 |            |          |            | Current<br>  02/04/2007    | General Motors Common Stock, \$1-2/3 Par Value (2) - 18,257 |  | 18,257 | D |  |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) (2) | \$46.59 |            |          |            | Current<br>  01/13/2008    | General Motors Common Stock, \$1-2/3 Par Value (2) - 18,030 |  | 18,030 | D |  |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) (2) | \$71.53 |            |          |            | Current<br>  01/12/2009    | General Motors Common Stock, \$1-2/3 Par Value (2) - 20,434 |  | 20,434 | D |  |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) (2) | \$75.50 |            |          |            | Current<br>  01/11/2010    | General Motors Common Stock, \$1-2/3 Par Value (2) - 18,000 |  | 18,000 | D |  |
| GM Stock \$1-2/3 Par Value Option (Right to Buy) (2) | \$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                    | \$52.35 |            |          |            | 01/08/2004<br>  01/09/2011 | General Motors Common Stock, \$1-2/3                        |  | 6,666  | D |  |

Edgar Filing: GENERAL MOTORS CORP - Form 4

|  |     |  |  |     |     |   |  |        |   |  |
|--|-----|--|--|-----|-----|---|--|--------|---|--|
| (Right to Buy) (2)                                 |     |  |  |     |     | Par Value - 6,666                                       |  |        |   |  |
| GM Stock \$1-2/3 Par Value Phantom Stock Units (3) | 1:1 |  |  | (3) | (3) | General Motors Common Stock, \$1-2/3 Par Value - 14,390 |  | 14,390 | 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,

**Martin I. Darvick - POA for  
Thomas G. Stephens**

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.

Page 2  
SEC 1474 (3-99)

Stephens, Thomas G. - January 2003

Form 4 (continued)

**FOOTNOTE Descriptions for General Motors Corporation GM & GMH**

Form 4 - January 2003

**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) 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