

GENERAL MOTORS CORP

Form 4

February 03, 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* Pearce, Harry J. (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 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for (Month/Year) February 3, 2003 5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner _____ Officer _____ X Other _____ Officer/Other Description Chairman, Hughes Electronics Corporation* 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)	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	85,773	D	
General Motors Common Stock, \$1-2/3 Par Value				3,597	I	Trust (1)
GM Class H Common Stock, \$.10 Par Value				129,287	D	
GM Class H Common Stock, \$.10 Par Value				40,301	I	Trust (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 (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 Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
			Code V		(DE) (ED)					
GM Class H \$0.10 Par Value Option (Right to Buy) (2)	\$7.61				Current 01/11/2004	GM Class H Common Stock, \$.10 Par Value - 48,564		48,564	D	
GM Class H \$0.10 Par Value Option (Right to Buy) (2)	\$6.67				Current 01/10/2005	GM Class H Common Stock, \$.10 Par Value - 64,923		64,923	D	
GM Class H \$0.10 Par Value Option (Right to Buy) (2)	\$10.85				Current 02/06/2006	GM Class H Common Stock, \$.10 Par Value - 81,543		81,543	D	
GM Class H \$0.10 Par Value Option (Right to Buy) (2)	\$10.79				Current 06/01/2006	GM Class H Common Stock, \$.10 Par Value - 162,285		162,285	D	
GM Class H \$0.10 Par Value Option (Right to Buy) (2)	\$11.73				Current 06/01/2006	GM Class H Common Stock, \$.10 Par Value - 68,304		68,304	D	
GM Class H \$0.10 Par Value Option (Right to Buy) (2)	\$14.41				Current 01/12/2009	GM Class H Common Stock, \$.10 Par Value - 261,075		261,075	D	
GM Class H \$0.10 Par Value Option	\$34.44				Current 01/11/2010	GM Class H Common Stock, \$.10 Par Value -		100,227	D	

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(Right to Buy) (2)						100,227				
GM Class H \$0.10 Par Value Option (Right to Buy) (2)	\$23.14				Current 01/09/2011	GM Class H Common Stock, \$.10 Par Value - 37,427		37,427	D	
GM Class H \$0.10 Par Value Option (Right to Buy) (2)	\$23.14				01/08/2004 01/09/2011	GM Class H Common Stock, \$.10 Par Value - 18,713		18,713	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 - 157,762		157,762	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 - 150,000		150,000	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 - 100,001		100,001	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 - 49,999		49,999	D	

Explanation of Responses : * Mr. Pearce is Chairman of Hughes Electronics Corporation, a wholly-owned subsidiary of General Motors Corporation.

** 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
Harry J. Pearce**

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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Harry J. Pearce
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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