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
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1. Name and Address of Reporting Person*
Borst, Walter G.
(Last) (First) (Middle)

767 Fifth Avenue
(Street)

New York, NY 10021
(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 1, 2003

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
____ Director ____ 10% Owner
X Officer ____ Other
Officer/Other Description **Treasurer**

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. Owner-ship 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				**4,890**	**D**	
General Motors Common Stock, $1-2/3 Par Value				**8**	**I**	**Trust (1)**
GM Class H Common Stock, $.10 Par Value				**1,479**	**D**	
GM Class H Common Stock, $.10 Par Value				**3,511**	**I**	**Trust (1)**

(over)
SEC 1474 (3-99)

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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) Code | V	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) (DE) | (ED)	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)	**$40.07**				**Current | 02/06/2006**	**General Motors Common Stock, $1-2/3 Par Value - 1,262**		**1,262**	**D**	
GM Stock $1-2/3 Par Value Option (Right to Buy)	**$44.73**				**Current | 02/04/2007**	**General Motors Common Stock, $1-2/3 Par Value - 2,607**		**2,607**	**D**	
GM Stock $1-2/3 Par Value Option (Right to Buy)	**$46.59**				**Current | 01/13/2008**	**General Motors Common Stock, $1-2/3 Par Value - 6,370**		**6,370**	**D**	
GM Stock $1-2/3 Par Value Option (Right to Buy)	**$71.53**				**Current | 01/12/2009**	**General Motors Common Stock, $1-2/3 Par Value - 7,332**		**7,332**	**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 - 6,500**		**6,500**	**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 - 5,468**		**5,468**	**D**	
GM Stock $1-2/3 Par Value Option	**$52.35**				**01/08/2004 | 01/09/2011**	**General Motors Common Stock, $1-2/3**		**2,732**	**D**	

(Right to Buy) (2)						Par Value - 2,732					
GM Stock $1-2/3 Par Value Option (Right To Buy)	$50.46				Current | 01/08/2012	General Motors Common Stock, $1-2/3 Par Value - 3,002		3,002	D		
GM Stock $1-2/3 Par Value Option (Right to Buy)	$50.46				01/07/2004 | 01/08/2012	General Motors Common Stock, $1-2/3 Par Value - 2,999		2,999	D		
GM Stock $1-2/3 Par Value Option (Right to Buy)	$50.46				01/07/2005 | 01/08/2012	General Motors Common Stock, $1-2/3 Par Value - 2,999		2,999	D		
GM Stock $1-2/3 Par Value Option (Right To Buy)	$50.82				Current | 02/05/2012	General Motors Common Stock, $1-2/3 Par Value - 1,500		1,500	D		
GM Stock $1-2/3 Par Value Option (Right to Buy)	$50.82				02/04/2004 | 02/05/2012	General Motors Common Stock, $1-2/3 Par Value - 1,500		1,500	D		
GM Stock $1-2/3 Par Value Option (Right to Buy)	$50.82				02/04/2005 | 02/05/2012	General Motors Common Stock, $1-2/3 Par Value - 1,500		1,500	D		
GM Stock $1-2/3 Par Value Option (Right To Buy)	$40.05				01/21/2004 | 01/22/2013	General Motors Common Stock, $1-2/3 Par Value - 3,000		3,000	D		
GM Stock $1-2/3 Par Value Option (Right To Buy)	$40.05				01/21/2005 | 01/22/2013	General Motors Common Stock, $1-2/3 Par Value - 3,000		3,000	D		
GM Stock $1-2/3 Par Value Option (Right To Buy)	$40.05				01/21/2006 | 01/22/2013	General Motors Common Stock, $1-2/3 Par Value - 3,000		3,000	D		
GM Stock $1-2/3 Par Value Phantom Stock Units	1:1				(3) | (3)	General Motors Common Stock, $1-2/3 Par Value - 1,823		1,823	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).

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.

________________________________ __________________
** Signature of Reporting Person
Date

Martin I. Darvick - POA for Walter G. Borst

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FOOTNOTE Descriptions for General Motors Corporation GM & GMH

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Walter G. Borst
767 Fifth Avenue

New York, NY 10021

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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