

February 28, 2003

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	02/28/2003	M 	564 A		D	
General Motors Common Stock, \$1-2/3 Par Value	02/28/2003	F 	259 D \$33.85	10,074	D	
General Motors Common Stock, \$1-2/3 Par Value				1,728	I	Trust (1)

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GM Class H Common Stock, \$.10 Par Value				2,439	D	
GM Class H Common Stock, \$.10 Par Value				836	I	Trust (1)

(over)
SEC 1474 (3-99)

Feldstein, Eric A. - February 2003

Form 4 (continued)

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)
			Code I V		(DE) (ED)					
GM Stock \$1-2/3 Par Value Phantom Stock Units (2)	1:1	02/28/2003	M	(D) 564	(3)	General Motors Common Stock, \$1-2/3 Par Value - 564		4	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (3)	\$44.73				Current 02/04/2007	General Motors Common Stock, \$1-2/3 Par Value - 12,111		12,111	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (3)	\$46.59				Current 01/13/2008	General Motors Common Stock, \$1-2/3 Par Value - 13,481		13,481	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (3)	\$71.53				Current 01/12/2009	General Motors Common Stock, \$1-2/3 Par Value - 18,030		18,030	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (3)	\$75.50				Current 01/11/2010	General Motors Common Stock, \$1-2/3 Par Value - 17,000		17,000	D	
GM Stock \$1-2/3 Par Value Option	\$52.35				Current 01/09/2011	General Motors Common Stock, \$1-2/3		13,334	D	

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(Right to Buy) (3)						Par Value - 13,334				
GM Stock \$1-2/3 Par Value Option (Right to Buy) (3)	\$52.35				01/08/2004 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 01/08/2012	General Motors Common Stock, \$1-2/3 Par Value - 10,002		10,002	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (3)	\$50.46				01/07/2004 01/08/2012	General Motors Common Stock, \$1-2/3 Par Value - 9,999		9,999	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (3)	\$50.46				01/07/2005 01/08/2012	General Motors Common Stock, \$1-2/3 Par Value - 9,999		9,999	D	
GM Stock \$1-2/3 Par Value Option (Right To Buy) (3)	\$50.82				Current 02/05/2012	General Motors Common Stock, \$1-2/3 Par Value - 6,000		6,000	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (3)	\$50.82				02/04/2004 02/05/2012	General Motors Common Stock, \$1-2/3 Par Value - 6,000		6,000	D	
GM Stock \$1-2/3 Par Value Option (Right to Buy) (3)	\$50.82				02/04/2005 02/05/2012	General Motors Common Stock, \$1-2/3 Par Value - 6,000		6,000	D	
GM Stock \$1-2/3 Par Value Option (Right To Buy) (3)	\$40.05				01/21/2004 01/22/2013	General Motors Common Stock, \$1-2/3 Par Value - 12,668		12,668	D	
GM Stock \$1-2/3 Par Value Option (Right To Buy) (3)	\$40.05				01/21/2005 01/22/2013	General Motors Common Stock, \$1-2/3 Par Value - 12,666		12,666	D	
GM Stock \$1-2/3 Par Value Option (Right To Buy) (3)	\$40.05				01/21/2006 01/22/2013	General Motors Common Stock, \$1-2/3 Par Value - 12,666		12,666	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
Eric A. Feldstein**

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)

Feldstein, Eric A. - February 2003

Form 4 (continued)

FOOTNOTE Descriptions for General Motors Corporation GM & GMH

Form 4 - February 2003

Eric A. Feldstein
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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 12/31/02.
- (3) Employee stock options granted pursuant to Rule 16b-3 qualified General Motors Stock Incentive Plan.

Page 3