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GENERAL MOTORS CORP  
Form 8-K  
February 25, 2003

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549-1004

FORM 8-K  
CURRENT REPORT PURSUANT TO SECTION 13 OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report  
(Date of earliest event reported) December 3, 2002  
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GENERAL MOTORS CORPORATION  
-----  
(Exact name of registrant as specified in its charter)

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| STATE OF DELAWARE<br>-----<br>(State or other jurisdiction<br>of incorporation) | 1-143<br>-----<br>(Commission File Number) | 38-0572515<br>-----<br>(I.R.S. Employer<br>Identification No.) |
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|--|-----------------------------------|
| 300 Renaissance Center, Detroit, Michigan<br>-----<br>(Address of principal executive offices) | 48265-3000<br>-----<br>(Zip Code) |
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|--|-------------------------|
| Registrant's telephone number, including area code | (313) 556-5000<br>----- |
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ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibit

Exhibit 3(ii) The By-Laws of General Motors Corporation, were amended on December 3, 2002, reflecting amendments to the following sections:

Section 3.8 of the GM By-laws, which currently reads "Committee on Director Affairs: be, and the same hereby is, amended to read "Directors and Corporate Governance Committee"; and further

Paragraph three of Section 2.6 of Article II of the GM By-laws, was amended to read as follows:

"The board of directors may also elect one of its members as vice chairman of the board of directors who shall have such duties and responsibilities as are provided by these by-laws or may be directed by the board of directors, the chairman of the board, or the chairman of the directors and governance committee of the board of directors."; and further

First sentence of paragraph four of Section 2.6 of Article II of the GM By-laws, was amended to read as follows:

"In the absence of the chairman of the board of directors, the vice chairman, or in his absence, the chairman of the directors and corporate governance committee of the board of directors, or in his absence, a member of the board selected by the members present, shall preside at meetings of the board."; and further

First sentence of paragraph two of Section 3.1 of Article III of the GM By-laws, was amended to read as follows:

"The following committee shall be standing committees of the board: the investment funds committee, the audit committee, the executive compensation committee, the public policy committee, the directors and corporate governance committee and the capital stock committee."; and further

The title and first sentence of Section 3.8 of Article III of the GM By-laws, was amended to read as follows:

3.8 Directors and Corporate Governance Committee

"The board of directors shall select the members of the directors and corporate governance committee, and shall designate the chairman of the committee."

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GENERAL MOTORS CORPORATION

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(Registrant)

Date February 25, 2003

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By

/s/Peter R. Bible

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(Peter R. Bible,  
Chief Accounting Officer)

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