

GENERAL MOTORS CORP  
Form SC 13G/A  
February 11, 2003

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

General Motors Corporation

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(Name of Issuer)

Class H Common Stock

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(Title of Class and Securities)

370442832

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(CUSIP Number of Class of Securities)

Check the appropriate box to designate the rule pursuant to which  
this  
Schedule is filed:

/X/ Rule 13d-1(b)  
/ / Rule 13d-1(c)  
/ / Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a  
reporting person's initial filing on this form with respect to the  
subject class of securities, and for any subsequent amendment  
containing information which would alter the disclosures provided  
in a prior page.

The information required in the remainder of this cover page shall  
not be deemed to be "filed" for the purpose of Section 18 of the  
Securities Exchange Act of 1934 ("Act") or otherwise subject to  
the  
liabilities of that section of the Act but shall be subject to all  
other provisions of the Act (however, see the Notes).

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(Continued on following page(s))

CUSIP No. 370442832  
13G

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(1) NAMES OF REPORTING PERSONS  
Southeastern Asset Management, Inc. I.D. No. 62-0951781

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
(a)  
(b) X

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(3) SEC USE ONLY

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(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Tennessee

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON : (5) SOLE VOTING POWER  
: (Discretionary Accounts)  
: 37,744,804 shares

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WITH : (6) SHARED OR NO VOTING POWER  
22,328,400 shares  
(shared)  
7,826,700 shares (No  
Vote)

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: (7) SOLE DISPOSITIVE POWER  
(Discretionary Accounts)  
: 45,499,171 shares

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: (8) SHARED DISPOSITIVE POWER  
22,328,400 shares  
(Shared)  
72,333 shares  
(None)

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(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
(Discretionary & Non-discretionary Accounts)  
67,899,904 shares

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(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES  
CERTAIN SHARES

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(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
7.1 %

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(12) TYPE OF REPORTING PERSON  
IA

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CUSIP No. 370442832 13G

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(1) NAMES OF REPORTING PERSONS  
O. Mason Hawkins I.D. No. 257-72-3256

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
(a)  
(b) X

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(3) SEC USE ONLY

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(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Citizen of United States

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON : (5) SOLE VOTING POWER  
: (Discretionary Accounts)  
: None

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WITH : (6) SHARED VOTING POWER  
: None

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: (7) SOLE DISPOSITIVE POWER  
: None

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: (8) SHARED DISPOSITIVE POWER  
: None

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(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
None (See Item 3 )

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(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES  
CERTAIN SHARES

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(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
0.0%

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(12) TYPE OF REPORTING PERSON  
IN

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Item 1.

(a). Name of Issuer: General Motors Corporation ("Issuer")

(b). Address of Issuer's Principal Executive Offices:

300 Renaissance Center  
Detroit, Michigan 48265-3000

Item 2.

(a) and (b). Names and Principal Business Addresses of  
Persons

Filing:

(1) Southeastern Asset Management, Inc.  
6410 Poplar Ave., Suite 900  
Memphis, TN 38119

(2) Mr. O. Mason Hawkins  
Chairman of the Board and C.E.O.  
Southeastern Asset Management, Inc.  
6410 Poplar Ave., Suite 900  
Memphis, TN 38119

(c). Citizenship:

Southeastern Asset Management, Inc. - A Tennessee  
corporation

Mr. O. Mason Hawkins - U.S. Citizen

(d). Title of Class of Securities: Class H Common Stock  
(the "Securities").

(e). Cusip Number: 370442832

Item 3. If this statement is filed pursuant to Rules 13d-1 (b) or  
13d-2 (b), check whether the person filing is a:

(e.) Investment Adviser registered under Section 203 of the  
Investment Advisers Act of 1940. This statement is being  
filed  
by Southeastern Asset Management, Inc. as a registered  
investment  
adviser. All of the securities covered by this report are  
owned  
legally by Southeastern's investment advisory clients and  
none  
are owned directly or indirectly by Southeastern. As  
permitted  
by Rule 13d-4, the filing of this statement shall not be  
construed  
as an admission that Southeastern Asset Management, Inc. is  
the  
beneficial owner of any of the securities covered by this

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statement.

(g.) Parent Holding Company. This statement is also being filed by Mr. O. Mason Hawkins, Chairman of the Board and C.E.O. of Southeastern Asset Management, Inc. in the event he could be deemed to be a controlling person of that firm as the result of his official positions with or ownership of its voting securities.

The existence of such control is expressly disclaimed. Mr. Hawkins does not own directly or indirectly any securities covered by this statement for his own account. As permitted by Rule 13d-4, the filing of this statement shall not be construed as an admission that Mr. Hawkins is the beneficial owner of any of the securities covered by this statement.

Item 4. Ownership:

(a). Amount Beneficially Owned: (At 12/31/02)  
67,899,904 shares

(b). Percent of Class:  
7.1%

Above percentage is based on 958,155,056 shares of Class H Common Stock outstanding.

(c). Number of shares as to which such person has:

(i). sole power to vote or to direct the vote:

37,744,804 shares

(ii). shared or no power to vote or to direct the vote:

Shared - 22,328,400 shares.  
Securities owned by the following series of

Longleaf Partners Funds Trust, an open-end management investment company registered under the Company Act of 1940, as follows:

Longleaf Partners Fund - 22,328,400 shares

No Power to Vote - 7,826,700 shares.

(iii). sole power to dispose or to direct the disposition of:

45,499,171 shares

(iv). shared or no power to dispose or to direct the disposition of:

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Shared - 22,328,400 shares  
Securities owned by the following series of  
Longleaf  
Partners Funds Trust, an open-end management  
Investment  
investment company registered under the  
Company Act of 1940, as follows:  
Longleaf Partners Fund - 22,328,400 shares

No Power - 72,333 shares.

Item 5. Ownership of Five Percent or Less of a Class: N/A

Item 6. Ownership of More Than Five Percent on Behalf of Another  
Person: N/A

Item 7. Identification and Classification of the Subsidiary Which  
Acquired the Security Being Reported on By the Parent  
Holding Company: N/A

Item 8. Identification and Classification of Members of the Group:  
N/A

Item 9. Notice of Dissolution of Group: N/A

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Signatures

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete, and correct.

Dated: February 3, 2003

Southeastern Asset Management, Inc.

By /s/ Andrew R. McCarroll

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Andrew R. McCarroll  
Vice President and General Counsel

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O. Mason Hawkins, Individually

/s/ O. Mason Hawkins

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Joint Filing Agreement

In accordance with Rule 13d-1(f) under the Securities Exchange Act of 1934, the persons or entities named below agree to the joint filing on behalf of each of them of this Schedule 13G with respect to the Securities of the Issuer and further agree that this joint filing agreement be included as an exhibit to this Schedule 13G.

In evidence thereof, the undersigned hereby execute this Agreement as of February 3, 2003.

Southeastern Asset Management, Inc.

By /s/ Andrew R. McCarroll

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Andrew R. McCarroll  
Vice President and General Counsel

O. Mason Hawkins, Individually

/s/ O. Mason Hawkins

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