

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **2003-02-10**  
SEC Accession No. **0000947871-03-000327**

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### FILED BY

#### FIAT S P A

CIK: **842317** | IRS No.: **000000000** | Fiscal Year End: **1231**  
Type: **SC 13G/A**  
SIC: **3711** Motor vehicles & passenger car bodies

Mailing Address  
*CORSO MARCONI 10  
VIA NIZZA 250  
TURIN ITALY L6*

Business Address  
*CORSO MARCONI 10  
VIA NIZZA 250  
TURIN ITALY L6*

### SUBJECT COMPANY

#### GENERAL MOTORS CORP

CIK: **40730** | IRS No.: **380572515** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 13G/A** | Act: **34** | File No.: **005-42630** | Film No.: **03547084**  
SIC: **3711** Motor vehicles & passenger car bodies

Mailing Address  
*300 RENAISSANCE CTR  
MAIL CODE: 482-C34-D71  
DETROIT MI 48265-3000*

Business Address  
*300 RENAISSANCE CTR  
MAIL CODE: 482-C34-D71  
DETROIT MI 48265-3000  
3135565000*

UNITED STATES  
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)

Common Stock, \$1-2/3 par value

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(Title of Class of Securities)

370442105

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(CUSIP Number)

December 20, 2002

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(Date of Event Which Requires Filing of this Statement)

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

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 cover 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).

SCHEDULE 13G

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 |CUSIP NO. 370442105 | | Page 2 of 9 Pages |  
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 1 | NAME OF REPORTING PERSONS  
 | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
 |  
 |  
FIAT S.p.A.

2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 | (a) | |  
 | Not applicable. (b) | |  
 |  
 -----

3 | SEC USE ONLY  
 |  
 |  
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4 | CITIZENSHIP OR PLACE OF ORGANIZATION  
 |  
 |  
Italy

	5	SOLE VOTING POWER
		Not applicable.
NUMBER OF	-----	
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		
OWNED BY		0
EACH	-----	
REPORTING	7	SOLE DISPOSITIVE POWER
PERSON		
WITH		Not applicable.
	-----	
	8	SHARED DISPOSITIVE POWER
		0

-----  
9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
|  
|  
0

10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE  
| (See instructions) | |  
|  
|  
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11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
|  
|  
0%

12 | TYPE OF REPORTING PERSON\*  
|  
|  
CO

SCHEDULE 13G

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|CUSIP NO. 370442105 | | Page 3 of 6 Pages |  
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1 | NAME OF REPORTING PERSONS  
| I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
|  
|  
FIAT AUTO PARTECIPAZIONI S.p.A.

2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
| | (a) | |  
| Not applicable. | (b) | |  
|  
-----

3 | SEC USE ONLY  
|  
|  
-----

4 | CITIZENSHIP OR PLACE OF ORGANIZATION  
-----

|  
|  
| Italy

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	5	SOLE VOTING POWER
		Not applicable.
NUMBER OF		
SHARES		
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		
EACH		0
REPORTING		
PERSON	7	SOLE DISPOSITIVE POWER
WITH		
		Not applicable.
	8	SHARED DISPOSITIVE POWER
		0

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9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
|  
|  
| 0

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10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE  
| (See instructions)  
|  
|

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11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
|  
|  
| 0%

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12 | TYPE OF REPORTING PERSON\*  
|  
|  
| CO

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- Item 1 (a) Name of Issuer:  
General Motors Corporation
- Item 1 (b) Address of Issuer's Principal Executive Offices:  
300 Renaissance Center, Jefferson Avenue, Detroit, MI 48265-3000
- Item 2 (a) Name of Person Filing:  
(1) Fiat S.p.A.  
(2) Fiat Auto Partecipazioni S.p.A.
- Item 2 (b) Address of Principal Business Office:  
The address of the principal business office of each person filing is:  
(1) Fiat S.p.A.: Via Nizza 250, 10126 Turin, Italy  
(2) Fiat Auto Partecipazioni S.p.A.: Corso Agnelli 200, 10135 Turin, Italy
- Item 2 (c) Citizenship:  
Each person filing is a corporation organized under the laws of Italy.
- Item 2 (d) Title of Class of Securities:  
Common Stock, par value \$1-2/3 per share.
- Item 2 (e) CUSIP Number:  
370442105
- Item 3 If this statement is filed pursuant to ss.240.13d-1(b), or 40.13d-2(b) or (c), check whether the person filing is a:  
(a) | | Broker or dealer registered under section 15 of the Act;  
(b) | | Bank as defined in section 3(a)(6) of the Act;  
(c) | | Insurance company as defined in section 3(a)(19) of the Act;  
(d) | | Investment company registered under section 8 of the Investment Company Act of 1940;

(e) | | An investment adviser in accordance with ss.240.13d-1(b) (1) (ii) (E);

(f) | | An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b) (1) (ii) (F);

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(g) | | A parent holding company or control person in accordance with ss.240.13d-1(b) (1) (ii) (G);

(h) | | A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

(i) | | A church plan that is excluded from the definition of an investment company under section 3(c) (14) of the Investment Company Act of 1940;

(j) | | Group, in accordance with ss.240.13d-1(b) (1) (ii) (J).

Item 4

Ownership:

(a) Amount Beneficially Owned:0

(b) Percent of Class: 0%

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

(i) Sole power to vote or to direct the vote: Not applicable.

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: Not applicable.

(iv) Shared power to dispose or to direct the disposition of: 0

Item 5

Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following |X|.

- Item 6 Ownership of More than Five Percent on Behalf of Another Person:  
Not applicable.
- Item 7 Identification and Classification of the Subsidiary Which  
Acquired the Security Being Reported on By the Parent Holding  
Company or Control Person:  
Not applicable.
- Item 8 Identification and Classification of Members of the Group:  
Not applicable.

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- Item 9 Notice of Dissolution of Group:  
Not applicable.
- Item 10 Certification:  
Not applicable.

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SIGNATURE

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

FIAT S.p.A.

February 10, 2003

-----  
(Date)

/ s / Ferruccio Luppi  
-----



(Signature)

Ferruccio Luppi, Chief Financial Officer

-----  
(Name/Title)

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SIGNATURE

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

FIAT AUTO PARTECIPAZIONI S.p.A

February 10, 2003

-----  
(Date)

/ s / Mauro Busi

-----  
(Signature)

Mauro Busi, Chairman of the Board of Directors

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(Name/Title)

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AGREEMENT OF JOINT FILING

Pursuant to Rule 13d-1(k) (1) (iii) of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, each of the undersigned agrees that the statement on Amendment No. 1 to the Schedule 13G filed herewith shall be filed on behalf of each of the undersigned.

FIAT S.p.A

By: / s / Ferruccio Luppi

-----  
Name: Ferruccio Luppi  
Title: Chief Financial Officer  
Date: February 10, 2003

FIAT AUTO PARTECIPAZIONI S.p.A

By: / s / Mauro Busi

-----  
Name: Mauro Busi  
Title: Chairman of the Board of Directors  
Date: February 10, 2003

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