

Edgar Filing: GENERAL MOTORS CORP - Form SC 13G

GENERAL MOTORS CORP  
Form SC 13G  
June 28, 2002

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
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SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c),  
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)  
(Amendment No. )\*

General Motors Corporation  
-----

(Name of Issuer)

Class H Common Stock, par value \$0.10 per share  
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(Title of Class of Securities)

370442832  
-----

(CUSIP Number)

June 24, 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  
disclosures provided in a prior cover page.

The information required on 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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SCHEDULE 13G

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1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

AOL Time Warner Inc.  
13-4099534

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* a   
b

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER	0
	6	SHARED VOTING POWER	80,088,990

	7	SOLE DISPOSITIVE POWER	0
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	8	SHARED DISPOSITIVE POWER	80,088,990
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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON 80,088,990

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 8.4%(1)

12 TYPE OF REPORTING PERSON\* HC

=====

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 Percentage based on number of Shares of Class H Common Stock outstanding on April 30, 2002 as reported in General Motors Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2002.

SCHEDULE 13G

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1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

America Online, Inc.  
54-1322110

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* a   
b

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

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5	SOLE VOTING POWER	0
6	SHARED VOTING POWER	80,088,990
7	SOLE DISPOSITIVE POWER	0
8	SHARED DISPOSITIVE POWER	80,088,990
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON	80,088,990
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	8.4% (1)
12	TYPE OF REPORTING PERSON*	CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 Percentage based on number of Shares of Class H Common Stock outstanding on April 30, 2002 as reported in General Motors Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2002.

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Item 1(a) Name of Issuer

General Motors Corporation

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- Item 1(b) Address of Issuer's Principal Executive Offices:  
300 Renaissance Center, Detroit, MI 48265-3000  
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- Item 2(a) Name of Person Filing:  
AOL Time Warner Inc.  
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- Item 2(b) Address of Principal Business Office or, if None, Residence:  
75 Rockefeller Plaza, New York, NY 10019  
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- Item 2(c) Citizenship:  
Delaware  
-----
- Item 2(d) Title of Class of Securities:  
Class H Common Stock, par value \$0.10 per share  
-----
- Item 2(e) CUSIP Number:  
370442832  
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- Item 3. If This Statement is filed Pursuant to Rule 13d-1(b) or 13d-2(b) or (c), Check Whether the Person Filing is a:
- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
  - (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
  - (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
  - (d)  Investment company registered under Section 8 of the Investment Company Act.
  - (e)  An investment adviser in accordance with Rule 13d-1 (b) (1) (ii) (E);
  - (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b) (1) (ii) (F);
  - (g)  A parent holding company or control person in accordance with Rule 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;

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(j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.  [X]

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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the Issuer identified in Item 1.

(a) Amount beneficially owned:

80,088,990

(b) Percent of Class:

8.4%

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

(i) Sole power to vote or to direct the vote 0

(ii) Shared power to vote or to direct the vote 80,088,990

(iii) Sole power to dispose or to direct the disposition of 0 ,

(iv) Shared power to dispose or to direct the disposition of 80,088,990 ,

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Except as otherwise disclosed in periodic public filings with the Securities and Exchange Commission, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

America Online, Inc. - CO

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Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications.

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

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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.

Date: June 28, 2002

AOL Time Warner Inc.

/s/ Wayne H. Pace

-----  
(Signature)

Wayne H. Pace  
Executive Vice President  
and Chief Financial Officer

-----  
(Name/Title)

America Online, Inc.

/s/ Joseph A. Ripp

-----  
(Signature)

Joseph A. Ripp  
Executive Vice President,  
Chief Financial Officer and Treasurer

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(Name/Title)

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EXHIBIT NO. 1

JOINT FILING AGREEMENT

AOL Time Warner Inc., a Delaware corporation and America Online, Inc., a Delaware corporation, each hereby agrees, in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, that the Schedule 13G filed herewith, and any amendments thereto, relating to the shares of Class H Common Stock, par value \$0.10, of General Motors Corporation is, and will be, jointly filed on behalf of each such person and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned hereby execute this Agreement as of the date set forth below.

Dated: June 28, 2002

AOL TIME WARNER INC.

By: /s/ Wayne H. Pace  
-----  
Name: Wayne H. Pace  
Title: Executive Vice President  
and Chief Financial Officer

AMERICA ONLINE, INC.

By: /s/ Joseph A. Ripp  
-----  
Name: Joseph A. Ripp  
Title: Executive Vice President,  
Chief Financial Officer and  
Treasurer