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GENERAL MOTORS CORP  
Form 8-K  
November 13, 2001

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) June 5, 2001  
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GENERAL MOTORS CORPORATION  
-----  
(Exact name of registrant as specified in its charter)

STATE OF DELAWARE	1-143	38-0572515
----- (State or other jurisdiction of incorporation)	----- (Commission File Number)	----- (I.R.S. Employer Identification No.)

300 Renaissance Center, Detroit, Michigan	48265-3000
----- (Address of principal executive offices)	----- (Zip Code)

Registrant's telephone number, including area code (313) 556-5000  
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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 June 5, 2001, reflecting amendments to Section 4 of Article I, Meeting of Stockholders, and Section 1 of Article II, Board of Directors, as described below:

Section -----	Amendment -----
1.4. List of Stockholders Entitled to Vote. Paragraph deleted and Replaced with	The secretary shall prepare before every meeting of stockholders a complete list of the stockholders entitled to vote at the meeting in compliance with the provisions of Delaware law.
2.1 Responsibility and Number. Number of Directors Changed from twelve to ten	The business and affairs of the corporation shall be managed by or under the direction of a board of directors. The number of directors shall be determined from time to time by resolution of the board of directors, but the total number of directors shall not be less than ten or more than twenty. ---

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 November 13, 2001  
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By

s/Peter R. Bible  
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(Peter R. Bible,  
Chief Accounting Officer)

