

Edgar Filing: GENERAL MOTORS ACCEPTANCE CORP - Form 424B3

GENERAL MOTORS ACCEPTANCE CORP

Form 424B3

November 09, 2004

File No. 333-109287

U.S.\$15,000,000,000
GENERAL MOTORS ACCEPTANCE CORPORATION
SMARTNOTES (SM)

DUE FROM NINE MONTHS TO THIRTY YEARS FROM DATE OF ISSUE

Unless otherwise specified in an applicable pricing supplement, the SmartNotes will not be listed on any securities exchange, and there can be no assurance that the SmartNotes offered will be sold or that there will be a secondary market for the SmartNotes.

The Agents have advised us that they may from time to time purchase and sell SmartNotes in the secondary market, but the Agents are not obligated to do so. No termination date for the offering of the SmartNotes has been established.

Pricing Supplement No. 54
(To Prospectus dated October 24, 2003)

Trade Date: 11/10/2004
Issue Date: 11/16/2004

The date of this Pricing Supplement is November 10, 2004

| CUSIP or Common Code | Stated Interest Rate | Maturity | Price to Public (1) | Selling Concession |
|----------------------------|----------------------------|------------|------------------------|-----------------------|
| 3704A 0TG7 | 3.250% | 05/15/2006 | 100% | 0.1250% |
| 3704A 0TH5 | 3.700% | 11/15/2006 | 100% | 0.3000% |
| 3704A 0TJ1 | 4.250% | 11/15/2007 | 100% | 0.4500% |
| 3704A 0TK8 | 5.250% | 11/15/2009 | 100% | 0.7500% |
| 3704A 0TL6 | Float (2) | 11/15/2011 | 100% | 1.0000% |
| 3704A 0TM4 | Step (3) | 11/15/2016 | 100% | 1.4000% |
| 3704A 0TN2 | 7.000% | 11/15/2024 | 100% | 2.0000% |

| Payment Frequency | Survivor's Option | Subject to Redemption Yes/No | Date and terms of redemption |
|----------------------|----------------------|---------------------------------|--|
| Quarterly | Yes | No | |
| Monthly | Yes | No | |
| Semi-Annual | Yes | No | |
| Semi-Annual | Yes | No | |
| Quarterly | Yes | No | |
| Semi-Annual | Yes | Yes | Callable at 100% on 11/15/2007 and every coupon date thereafter. |
| Monthly | Yes | Yes | Callable at 100% on 11/15/2009 and every coupon date thereafter. |

(1) Actual Price to Public may be less, and will be determined by prevailing market prices at the time of purchase as set forth in the confirmation sheet.

(2) 3704A0TL6: 3-Month T-Bills + 200 bps, reset quarterly, No Cap, Pays Act/Act

(3) 3704A0TM4: 5.50% for 3 yrs., 7.00% thereafter

The co-agent name Edward Jones & Co., L.P. on the prospectus dated October 24, 2003 should read Edward D. Jones & Co., L.P.

Per Note Total
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| | | |
|--|---------------|-----------------------------------|
| Public Offering Price | 100.00% | \$15,000,000,000 |
| Agents' Discounts and Concessions | .20%-2.50% | \$30,000,000-\$375,000,000 |
| Proceeds, before expenses, to General Motors Acceptance Corporation | 97.50%-99.80% | \$14,625,000,000-\$14,970,000,000 |

(SM) Service Mark of General Motors Acceptance Corporation

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

ABN AMRO FINANCIAL SERVICES, INC.
A.G. EDWARDS & SONS, INC.
CHARLES SCHWAB & CO., INC.
CITIGROUP
EDWARD D. JONES & CO., L.P.
FIDELITY CAPITAL MARKETS
a division of National Financial Services LLC
MERRILL LYNCH & CO.
MORGAN STANLEY
UBS FINANCIAL SERVICES INC.
WACHOVIA SECURITIES LLC

October 24, 2003