

Edgar Filing: GENERAL MOTORS ACCEPTANCE CORP - Form 424B3

GENERAL MOTORS ACCEPTANCE CORP
 Form 424B3
 January 30, 2002

File No. 333-75250

U.S.\$10,000,000,000
 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 notes.

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

Pricing Supplement No. 2 Trade Date: 01/31/2002
 (To Prospectus dated January 18, 2002) Issue Date: 02/05/2002

The date of this Pricing Supplement is January 31, 2002

| CUSIP or Common Code | Stated Interest Rate | Maturity | Price to Public 1 | Reallowance |
|----------------------------|----------------------------|------------|----------------------|-------------|
| 37042 GVH6 | 4.200% | 02/15/2004 | 100% | 0.3000% |
| 37042 GVJ2 | 4.800% | 02/15/2005 | 100% | 0.4500% |
| 37042 GVK9 | 5.625% | 02/15/2007 | 100% | 0.7500% |

| Payment Frequency | Survivor's Option | Yes/No | Subject to Redemption Date and terms of redemption |
|----------------------|----------------------|--------|---|
| Monthly | Yes | No | |
| Quarterly | Yes | No | |
| Semi-Annual | Yes | No | |

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 statement.

| | Per Note | Total |
|--|---------------|---------------------------------|
| Public Offering Price | 100.00% | \$10,000,000,000 |
| Agents' Discounts and Concessions | .20%-2.50% | \$20,000,000-\$250,000,000 |
| Proceeds, before expenses, to General Motors Acceptance Corporation | 97.50%-99.80% | \$9,750,000,000-\$9,980,000,000 |

(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.

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ABN AMRO FINANCIAL SERVICES, INC.

A.G. EDWARDS & SONS, INC.

EDWARD JONES & CO., L.P.

FIDELITY CAPITAL MARKETS

a division of National Financial Services LLC

MERRILL LYNCH & CO.

MORGAN STANLEY

PRUDENTIAL SECURITIES

SALOMON SMITH BARNEY

CHARLES SCHWAB & CO. INC.

USB PAINWEBBER INC.

January 18, 2002