

Edgar Filing: GENERAL MOTORS ACCEPTANCE CORP - Form 424B3

GENERAL MOTORS ACCEPTANCE CORP

Form 424B3

February 14, 2005

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. 68
 (To Prospectus dated October 24, 2003)

Trade Date: 02/17/2005
 Issue Date: 02/23/2005

The date of this Pricing Supplement is February 17, 2005

CUSIP or Common Code	Stated Interest Rate	Maturity	Price to Public (1)	Selling Concession
3704A OXC1	4.250%	08/15/2006	100%	0.1250%
3704A OXD9	4.650%	02/15/2007	100%	0.3000%
3704A OXE7	5.150%	02/15/2008	100%	0.4500%
3704A OXF4	6.000%	02/15/2010	100%	0.7500%
3704A OXG2	Float (2)	02/15/2012	100%	1.0000%
3704A OXH0	Step (3)	02/15/2017	100%	1.4000%
3704A OXJ6	7.250%	02/15/2025	100%	2.0000%

Payment Frequency	Survivor's Option	Subject to Redemption Yes/No	Date and terms of redemption
Quarterly	Yes	No	
Monthly	Yes	No	
Monthly	Yes	No	
Quarterly	Yes	No	
Quarterly	Yes	No	
Semi-Annual	Yes	Yes	Callable at 100% on 02/15/2008 and every coupon date thereafter.
Semi-Annual	Yes	Yes	Callable at 100% on 02/15/2010 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) 3704A0XG2: 3-Month T-Bills + 265 bps, reset quarterly, No Cap, Pays Act/Act

(3) 3704A0XH0: 6.15% 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 Concessions20%-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