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GENERAL MOTORS ACCEPTANCE CORPORATION

GENERAL MOTORS ACCEPTANCE CORP

Form 424B3

February 06, 2003

Pricing Supplement Dated February 6, 2003 Rule 424(b)(3)
(To Prospectus Dated February 20, 2001) File No. 333-55440

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Medium-Term Notes - Fixed Rate
______
Agent:
                           Salomon Smith Barney, Morgan Stanley, Merrill Lynch
                           UBS Securities Inc., J.P. Morgan Securities Inc.,
                           Lehman Brothers, Bank of America, Bear Stearns & Co
Principal Amount:
                           $553,850,000.00
Agent's Discount
 or Commission: $ 1,661,550.00
Net Proceeds to Company: $552,188,450.00
Interest Rate: 4.15% per annum Issue Date: 02/07/03
Interest Nace.

Issue Date:

Maturity Date:

Interest Payment Dates:

The 1st day of each April and October and at Maturity, commencing April 1, 2003 and

""" on the Maturity Date.
Calculation Agent: GMAC
Interest Calculation:
      /X/ Regular Fixed Rate Note
Day Count Convention:
      ^{\prime} / Actual/360 for the period from ^{\prime} / to ^{\prime} /
      // Actual/Actual for the period from // to //
      /X/ 30/360 for the period from 02/07/03 to 02/07/05
Redemption:
      /X/ The Notes cannot be redeemed prior to the Stated Maturity Date.
      / / The Notes may be redeemed prior to Stated Maturity Date.
      / / Initial Redemption Date:
          Initial Redemption Percentage: ____%
          Annual Redemption Percentage Reduction: ____% until Redemption
          Percentage is 100% of the Principal Amount.
      /X/ The Notes cannot be repaid prior to the Maturity Date.
      / / The Notes can be repaid prior to the Maturity Date at the option of
          the holder of the Notes. (See Below)
      / / Optional Repayment Date(s):
           Repayment Price:
Currency:
      Specified Currency: U.S. (If other than U.S. dollars, see attached)
      Minimum Denominations: _____ (Applicable only if Specified
      Currency is other than U.S. dollars)
Original Issue Discount: // Yes /X/ No
      Total Amount of OID: Yield to Maturity:
      Initial Accrual Period:
Form: /X/ Book-Entry // Certificated
Other: /X/ Principal // Agent
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If as principal:

- // The Notes are being offered at varying prices related to prevailing market prices at the time of resale.
- /X/ The Notes are being offered at a fixed initial public offering price of 100% of principal amount.

If as agent:

The Notes are being offered at a fixed initial public offering price of $_$ % of principal amount.