

Edgar Filing: GENERAL MOTORS ACCEPTANCE CORP - Form 424B3

GENERAL MOTORS ACCEPTANCE CORP  
 Form 424B3  
 December 17, 2001

File No. 333-61516

U.S.\$8,000,000,000  
 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. 28 Trade Date: 12/20/2001  
 (To Prospectus dated June 8, 2001) Issue Date: 12/26/2001

The date of this Pricing Supplement is December 20, 2001

| CUSIP<br>or<br>Common Code | Stated<br>Interest<br>Rate | Maturity   | Price to<br>Public 1 | Reallowance |
|----------------------------|----------------------------|------------|----------------------|-------------|
| 37042 GUN4                 | 4.750%                     | 12/15/2003 | 100%                 | 0.3000%     |
| 37042 GUP9                 | 5.500%                     | 12/15/2004 | 100%                 | 0.4500%     |
| 37042 GUQ7                 | 6.200%                     | 12/15/2006 | 100%                 | 0.7500%     |

| Payment<br>Frequency | Survivor's<br>Option | Yes/No | Subject to Redemption<br>Date and terms of redemption |
|----------------------|----------------------|--------|-------------------------------------------------------|
| Quarterly            | 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%       | \$8,000,000,000                 |
| Agents' Discounts<br>and Concessions .....                                         | .20%-2.50%    | \$16,000,000-\$200,000,000      |
| Proceeds, before<br>expenses, to General<br>Motors Acceptance<br>Corporation ..... | 97.50%-99.80% | \$7,800,000,000-\$7,984,000,000 |

(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 DEAN WITTER

PRUDENTIAL SECURITIES

SALOMON SMITH BARNEY

CHARLES SCHWAB & CO. INC.

USB PAINWEBBER INC.

June 8, 2001