Edgar Filing: GENERAL MOTORS ACCEPTANCE CORP - Form 424B3

GENERAL MOTORS ACCEPTANCE CORP

Form 424B3

March 04, 2003

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Pricing Supplement Dated February 28, 2003
                                                        Rule 424(b)(3)
(To Prospectus Dated February 20, 2001)
                                                        File No. 333-55440
                    GENERAL MOTORS ACCEPTANCE CORPORATION
                     Medium-Term Notes - Floating Rate
______
Agent:
                           Lehman Brothers, Merrill Lynch & Co., J.P. Morgan
                            Securities Inc., Morgan Stanley, Bear Stearns,
                           Banc of America Securities
Principal Amount:
                           $700,000,000.00
Agent's Discount
or Commission: $686,000.00

Net Proceeds to Company: $699,314,000.00

Initial Interest Rate: Reset on the Issue Date (also an Interest Reset Date).
                          03/05/03
Issue Date:
Maturity Date: 03/04/05
_____
Calculation Agent: GMAC
Interest Calculation:
     /X/ Regular Floating Rate Note
                          // CD Rate // Commercial Paper Rate // Prime Rate // Federal Funds Rate /X/ LIBOR (see below) // Treasury Rate
      Interest Rate Basis: / / CD Rate
                           / / Other
                                (see attached)
      If LIBOR, Designated LIBOR Page / / Reuters Page: / / or
        /X/ Telerate Page: 3750
Interest Reset Dates: Each June 4, September 4, December 4, and March 4.
                       The first interest reset date
                       will be March 5, 2003. The final interest reset
                       date will be December 4, 2004.
Interest Payment Dates: Each June 4, September 4, December 4, and March 4,
                       commencing June 4, 2003 and ending March 4, 2005.
                  3 Months
Index Maturity:
Spread (+/-):
                      +2.00%
Day Count Convention:
      /X/ Actual/360 for the period from 03/05/03 to 03/04/05
      // Actual/Actual for the period from // to //
      / / 30/360 for the period from / / to / /
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.
Repayment:
      /{\rm X}/{\rm The} Notes cannot be repaid prior to the Maturity Date.
      ^{\prime} / 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):
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Repayment Price: %

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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:
                        / / Certificated
Form: /X/ Book-Entry
Other: /X/ Principal
                           // Agent
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 beings 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
        XX% of principal amount.
```