

Edgar Filing: GENERAL MOTORS ACCEPTANCE CORP - Form 424B3

GENERAL MOTORS ACCEPTANCE CORP  
 Form 424B3  
 July 26, 2004

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. 39  
 (To Prospectus dated October 24, 2003)

Trade Date: 07/29/2004  
 Issue Date: 08/03/2004

The date of this Pricing Supplement is July 29, 2004

CUSIP or Common Code	Stated Interest Rate	Maturity	Price to Public (1)	Selling Concession
3704A 0NX6	2.800%	02/15/2006	100%	0.1250%
3704A 0NY4	3.500%	08/15/2006	100%	0.3000%
3704A 0NZ1	4.050%	08/15/2007	100%	0.4500%
3704A 0PA4	5.250%	08/15/2009	100%	0.7500%
3704A 0PB2	Float (2)	08/15/2011	100%	1.0000%
3704A 0PC0	Step (3)	08/15/2016	100%	1.4000%
3704A 0PD8	6.300%	08/15/2019	100%	1.6000%

Payment Frequency	Survivor's Option	Subject to Redemption Yes/No	Date and terms of redemption
Monthly	Yes	No	
Semi-Annual	Yes	No	
Quarterly	Yes	No	
Semi-Annual	Yes	No	
Quarterly	Yes	No	
Semi-Annual	Yes	Yes	Callable at 100% on 08/15/2007 and every coupon date thereafter.
Semi-Annual	Yes	Yes	Callable at 100% on 08/15/2007 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) 3704A0PB2: 3-Month T-Bills + 200 bps, reset quarterly, No Cap

(3) 3704A0PC0: 5.10% 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 Concessions .....	.20%-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.

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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