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GENERAL MOTORS ACCEPTANCE CORP  
Form 8-K  
October 26, 2004

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

October 25, 2004  
(Date of report; date of  
earliest event reported)

Commission file number: 1-3754

GENERAL MOTORS ACCEPTANCE CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

38-0572512  
(I.R.S. Employer  
Identification No.)

200 Renaissance Center  
P.O. Box 200 Detroit, Michigan  
48265-2000  
(Address of principal executive offices)  
(Zip Code)

(313) 556-5000  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

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[ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 8.01 Other Events

On October 25, 2004, Dominion Bond Rating Service Limited (DBRS) confirmed short-term ratings at R-1 (low) and downgraded long-term ratings to BBB (high), all with stable trends, for General Motors Corporation (GM) and General Motors Acceptance Corporation (GMAC). Their press release follows:

Date of Release: Oct 25, 2004

Downgrades Long-Term Debt to BBB (high), Confirms at R-1 (low), Removed from Under Review - Negative

Current Date: Monday, October 25, 2004

Issuer	Debt Rated	Rating Action	Rating	Trend
-----	-----	-----	-----	-----
General Motors Acceptance Corporation	Commercial Paper	Confirmed	R-1 (low)	Stb
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General Motors Acceptance Corporation (N.Z.) Limited	Commercial Paper	Confirmed	R-1 (low)	Stb
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General Motors Acceptance Corporation (U.K.) plc	Commercial Paper	Confirmed	R-1 (low)	Stb
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General Motors Acceptance Corporation of Canada, Limited	Commercial Paper (guar. by GMAC)	Confirmed	R-1 (low)	Stb
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General Motors Acceptance Corporation, Australia	Commercial Paper	Confirmed	R-1 (low)	Stb
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General Motors Corporation	Commercial Paper	Confirmed	R-1 (low)	Stb
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General Motors of Canada Limited	Commercial Paper	Confirmed	R-1 (low)	Stb
-----				
GMAC Bank GmbH	Commercial Paper	Confirmed	R-1 (low)	Stb
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GMAC Commercial Mortgage Bank Europe, plc -----	Commercial Paper	Confirmed	R-1 (low)	Stb
GMAC Commercial Mortgage Japan, K.K. -----	Commercial Paper	Confirmed	R-1 (low)	Stb
GMAC International Finance B.V. -----	Commercial Paper	Confirmed	R-1 (low)	Stb
GMAC, Australia (Finance) Limited -----	Commercial Paper	Confirmed	R-1 (low)	Stb
General Motors Acceptance Corporation -----	Senior Long-Term Debt	Downgraded	BBB (high)	Stb
General Motors Acceptance Corporation (N.Z.) Limited -----	Medium & Long-Term Debt	Downgraded	BBB (high)	Stb
General Motors Acceptance Corporation of Canada, Limited -----	Notes & Debentures (guar. by GMAC)	Downgraded	BBB (high)	Stb
General Motors Acceptance Corporation, Australia -----	Medium & Long-Term Debt	Downgraded	BBB (high)	Stb
General Motors Corporation -----	Long-Term Debt	Downgraded	BBB (high)	Stb
General Motors Corporation -----	Convertible Debentures	Downgraded	BBB (high)y	Stb
General Motors Corporation -----	Ind. Dev. Empower. Zone Rev. Bds., S2004 (Issued by NYC Ind. Dev. Agency, Guar. by GMC)	Downgraded	BBB (high)	Stb
General Motors of Canada Limited -----	Long-Term Debt	Downgraded	BBB (high)	Stb
GMAC Bank GmbH -----	Medium & Long-Term Debt	Downgraded	BBB (high)	Stb
GMAC Commercial Mortgage Funding, plc -----	Long-Term Debt	Downgraded	BBB (high)	Stb
GMAC Commercial Mortgage Japan, K.K. -----	Medium & Long-Term Debt	Downgraded	BBB (high)	Stb
GMAC International Finance B.V. -----	Medium & Long-Term Debt	Downgraded	BBB (high)	Stb

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Note: General Motors Acceptance Corporation of Canada, Limited; General Motors Acceptance Corporation (N.Z.) Limited; General Motors Acceptance Corporation, Australia; GMAC Bank GmbH, GMAC Commercial Mortgage Funding, plc; GMAC Commercial Mortgage Japan, K.K.; and GMAC International Finance B.V. debt is guaranteed by General Motors Acceptance Corporation.

DBRS has downgraded the long-term debt ratings of the General Motors group of companies ("GM" or the "Group") to BBB (high) from A (low), all with Stable trends. With these rating actions, the Company has been removed from "Under Review With Negative Implications".

In the past, the Group's rating has been influenced by two key factors: (1) the long-term decline in GM's market share, and (2) high sales incentives, which were impacting margins. However, three other key factors are influencing the ratings, which resulted in the downgrades: (1) Rising health care costs. The inability to drive health care cost increases down from GM's initial health care cost inflation rate of 8.5% to its ultimate health care cost inflation rate of 5%. An upward revision to the initial trend rate (as recently indicated by management) would cause an increase in the size of the net unfunded other post-employment benefits (OPEB) liability (\$57 billion as at December 31, 2003, excluding Medicare subsidy of \$4 billion). (2) Problems in GM Europe. The problems in GM Europe are worse than expected and will be costly to remedy. The Company's plan to lay off 12,000 personnel in Europe, particularly the 10,000 workers in Germany, will be costly and not without execution risk. (3) Rising energy and material prices. High gasoline prices could impact the demand for GM's highly profitable SUVs and pickup trucks. In addition, rising material costs (steel and plastics) place further pressure on the already thin automotive margins.

Nevertheless, the BBB (high) rating is still well supported by GM's favourable balance sheet and good liquidity. DBRS expects that a solid introduction of new vehicles should help stabilize market share over the next five years. Price incentives have shown some evidence of moderating, which together with the Company's long track record on cost reductions should help stabilize earnings. Furthermore, General Motors Acceptance Corporation has a relatively liquid portfolio of auto receivables, strong asset quality, and continues to generate solid income. Thus, DBRS has assigned Stable trends to the long-term debt.

Dominion Bond Rating Service (DBRS) will publish a full report shortly that will provide additional analytical detail on this rating action. If you are interested in receiving this report, please contact us at: [info@dbrs.com](mailto:info@dbrs.com).

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GENERAL MOTORS ACCEPTANCE CORPORATION  
-----  
(Registrant)

Dated:           October 26, 2004           /s/ SANJIV KHATTRI  
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Sanjiv Khattri  
Executive Vice President,  
Chief Financial Officer and Director

Dated:           October 26, 2004           /s/ LINDA K. ZUKAUCKAS  
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Linda K. Zukauckas  
Vice President and Corporate Controller