

GENERAL ELECTRIC CAPITAL CORP  
Form FWP  
December 05, 2006

Dated December 1, 2006

Filed Pursuant to Rule 433

Registration Statement No. 333-132807

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Senior Unsecured Floating Rate Notes)

|  |   |
|--|---|
| Issuer:                                | General Electric Capital Corporation                                      |
| Ratings:                               | Aaa/AAA   |
| Trade Date/Pricing Effective Time:     | December 1, 2006  |
| Settlement Date (Original Issue Date): | December 6, 2006  |
| Maturity Date:                         | June 6, 2011  |
| Principal Amount:                      | US\$250,000,000   |
| Price to Public (Issue Price):         | 100.000%  |
| Agents Commission:                     | 0.25%   |
| All-in Price:                          | 99.750%   |
| Accrued Interest:                      | None  |
| Net Proceeds to Issuer:                | US\$249,375,000   |
| Interest Rate Basis (Benchmark):       | LIBOR, as determined by LIBOR Telerate                                    |
| Index Currency:                        | U.S. Dollars  |
| Spread (plus or minus):                | Plus 8 basis points   |
| Index Maturity:                        | Three Months  |
| Index Payment Period:                  | Quarterly   |
| Interest Payment Dates:                | Quarterly on each March 6, June 6, September 6 and December 6, commencing |

March 6, 2007 and ending on the Maturity Date

Initial Interest Rate: To be determined two London Business Days prior to the Original Issue Date based on three-month USD LIBOR plus 8 basis points

Interest Reset Periods and Dates: Quarterly on each Interest Payment Date

Page 2

Dated December 1, 2006

Filed Pursuant to Rule 433

Registration Statement No. 333-132807

Interest Determination Dates: Quarterly, two London Business Days prior to each Interest Reset Date

Day Count Convention: Actual/360

Denominations: Minimum of \$1,000 with increments of \$1,000 thereafter

Call Notice Period: None

Put Dates (if any): None

Put Notice Period: None

CUSIP: 36962GZ80

Other: Not applicable

Plan of Distribution:

The Notes are being purchased by Banc of America Securities LLC (the "Underwriter"), as principal, at the Issue Price of 100.00% of the aggregate principal amount less an underwriting discount equal to 0.250% of the principal amount of the Notes.

The Company has agreed to indemnify the Underwriter against certain liabilities, including liabilities under the Securities Act of 1933, as amended.

Additional Information:

General

At September 30, 2006, the Company had outstanding indebtedness totaling \$398.803 billion, consisting of notes payable within one year, senior notes payable after one year and subordinated notes payable after one year. The total amount of outstanding indebtedness at September 30, 2006, excluding subordinated notes payable after one year, was equal to \$394.061 billion.

Consolidated Ratio of Earnings to Fixed Charges

The information contained in the Prospectus under the caption "Consolidated Ratio of Earnings to Fixed Charges" is hereby amended in its entirety, as follows:

Page 3

Dated December 1, 2006

Filed Pursuant to Rule 433

Registration Statement No. 333-132807

| <u>Year Ended December 31</u> |             |             |             |             | Nine Months ended |
|-------------------------------|-------------|-------------|-------------|-------------|-------------------|
|                               |             |             |             |             | September 30      |
| <u>2001</u>                   | <u>2002</u> | <u>2003</u> | <u>2004</u> | <u>2005</u> | <u>2006</u>       |
| 1.56                          | 1.62        | 1.71        | 1.82        | 1.66        | 1.62              |

For purposes of computing the consolidated ratio of earnings to fixed charges, earnings consist of net earnings adjusted for the provision for income taxes, minority interest and fixed charges.

Fixed charges consist of interest and discount on all indebtedness and one-third of rentals, which the Company believes is a reasonable approximation of the interest factor of such rentals.

CAPITALIZED TERMS USED HEREIN WHICH ARE DEFINED IN THE PROSPECTUS SUPPLEMENT SHALL HAVE THE MEANINGS ASSIGNED TO THEM IN THE PROSPECTUS SUPPLEMENT

The Issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the Issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the Issuer or the Underwriter will arrange to send you the prospectus if you request it by calling the Underwriter collect at 1-800-294-1322 or you may e-mail a request to [dg.prospectus\\_distribution@bofasecurities.com](mailto:dg.prospectus_distribution@bofasecurities.com) or Investor Communications of the Issuer at 1-203-357-3950.

Any legends, disclaimers or other notices that may appear below are not applicable to this communication and should be disregarded. Such legends, disclaimers or other notices have been automatically generated as a result of this communication having been sent via Bloomberg or another system.