

GENERAL ELECTRIC CAPITAL CORP
Form FWP
December 08, 2006

Dated December 6, 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 6, 2006 |
| Settlement Date: | December 13, 2006 |
| Maturity Date: | January 20, 2010 |
| Principal Amount: | US\$350,000,000 |
| Price to Public (Issue Price): | 100.113% (plus accrued interest from and including October 20, 2006 to but excluding December 13, 2006) |
| Agents Commission: | 0.15% |
| All-in Price: | 99.963% |
| Accrued Interest: | US\$2,857,968.75 |
| Net Proceeds to Issuer: | US\$352,728,468.75 (which includes accrued interest) |
| Interest Rate Basis (Benchmark): | LIBOR, as determined by LIBOR Telerate |
| Index Currency: | U.S. Dollars |
| Coupon: | Plus 0.07% |
| Re-offer Spread (plus or minus): | Plus 0.03% |
| Index Maturity: | Three Months |
| Index Payment Period: | Quarterly |

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Interest Payment Dates: Quarterly on each January 20, April 20, July 20 and October 20 of each year, commencing January 20, 2007 and ending on the Maturity Date

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Initial Interest Rate: To be determined two London Business days prior to the Original Issue Date

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

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 Dates (if any): None

Call Notice Period: None

Put Dates (if any): None

Put Notice Period: None

CUSIP: 36962GU85

ISIN: US36962GU855

Common Code: 024148106

Plan of Distribution:

The Notes are being purchased by Citigroup Capital Markets Inc. (the "Underwriter"), as principal, at the Issue Price of 100.113% of the aggregate principal amount. The Underwriter has advised the Company that the Underwriter proposes to offer the Notes for sale at the Re-offer Price referenced above.

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

Additional Information:

Reopening of Issue:

The Notes are intended to be fully fungible and be consolidated and form a single issue for all purposes with the Issuers issue of US\$500,000,000 principal amount of Floating Rate Notes Due January 20, 2010 as described in the Issuers pricing supplement number 4289 dated January 12, 2006

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General

At September 30, 2006, the Issuer 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:

| <u>Year Ended December 31</u> | | | | | <u>Nine Months ended</u> |
|-------------------------------|-------------|-------------|-------------|-------------|--------------------------|
| | | | | | <u>September 30,</u> |
| <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 Issuer 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

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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. Alternatively, the Issuer, the underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling the underwriter collect at 1-212-623-6104 or Investor Communications of the Issuer at 1-203-357-3950.