

GENERAL ELECTRIC CAPITAL CORP
Form 424B3
May 01, 2008

Amended Pricing Supplement

PROSPECTUS

Dated March 29, 2006

Amended Pricing Supplement Number:
4797

Filed Pursuant to Rule 424(b)(3)

PROSPECTUS SUPPLEMENT

Dated March 29, 2006

Dated May 1, 2008

(Originally dated April 16, 2008, as
amended on April 21, 2008)

Registration Statement: No. 333-132807

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Senior Unsecured Fixed Rate Notes)

Issuer:	General Electric Capital Corporation
Ratings:	Aaa/AAA
Trade Date:	April 16, 2008
Settlement Date (Original Issue Date):	April 21, 2008
Maturity Date:	May 1, 2018
Principal Amount:	US \$ 4,000,000,000
Price to Public (Issue Price):	99.733%
Agents Commission:	0.300%
All-in Price:	99.433%
Accrued Interest:	N/A
Net Proceeds to Issuer:	US \$ 3,977,320,000
Treasury Benchmark:	3.500% due February 15, 2018

Treasury Yield:	3.660%
Spread to Treasury Benchmark:	Plus 2.000%
Reoffer Yield:	5.660%
Interest Rate Per Annum:	5.625%
Interest Payment Dates:	Semi-annually on the 1 st of each May and November, commencing November 1, 2008 and ending on the Maturity Date

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Day Count Convention:	30/360
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:	36962G3U6
ISIN:	US36962G3U65
Common Code:	035992740

Investing in the Notes involves risks. See "Risk of Foreign Currency Notes and Indexed Notes" on page 2 of the accompanying prospectus supplement and "Risk Factors" on page 2 of the accompanying prospectus.

Plan of Distribution:

The Notes are being purchased by the underwriters listed below (collectively, the "Underwriters"), as principal, at 99.733% of the aggregate principal amount less an underwriting discount equal to 0.30% of the principal amount of

the Notes.

<u>Institution</u>	<u>Commitment</u>
Lead Managers:	
Banc of America Securities LLC	\$ 900,000,000
Goldman, Sachs & Co.	\$ 900,000,000
Lehman Brothers Inc.	\$ 900,000,000
Morgan Stanley & Co. Incorporated	\$ 900,000,000
Co-Managers:	
Castle Oak Securities, L.P.	\$ 90,000,000
Blaylock Robert Van, LLC	\$ 90,000,000
Samuel A. Ramirez & Co., Inc.	\$ 90,000,000
Utendahl Capital Group, LLC	\$ 80,000,000
The Williams Capital Group, L.P.	\$ 50,000,000
Total	\$ 4,000,000,000

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

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Additional Information:

General

At December 31, 2007, the Company had outstanding indebtedness totaling \$496.00 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 December 31, 2007, excluding subordinated notes payable after one year, was equal to \$484.93 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>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>
1.73	1.83	1.67	1.63	1.56

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.