

GENERAL ELECTRIC CAPITAL CORP
Form 424B3
May 17, 2005

| | |
|-----------------------|---------------------------------------|
| PROSPECTUS | Pricing Supplement No. 4177 |
| Dated June 17, 2004 | Dated May 12, 2005 |
| PROSPECTUS SUPPLEMENT | Rule 424(b)(3)-Registration Statement |
| Dated June 18, 2004 | No. 333-114095 |

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Floating Rate Notes)

| | |
|---|---------------------|
| Trade Date: | May 12, 2005 |
| Settlement Date (Original Issue Date): | May 19, 2005 |
| Maturity Date: | May 19, 2008 |
| Principal Amount (in Specified Currency) | U.S.\$1,000,000,000 |
| Price to Public (Issue Price): | 100.00% |
| Agent's Discount or Commission: | 0.150% |
| Net Proceeds to Issuer (in Specified Currency): | U.S.\$ 998,500,000 |

Interest Rate

:

Interest Calculation:

n Regular Floating Rate

Inverse Floating Rate

Other Floating Rate

| | |
|------------------------|--------------|
| Interest Rate Basis: | LIBOR |
| Index Currency: | U.S. Dollars |
| Spread (Plus or Minus) | Plus 0.05% |

| | |
|-----------------------------------|---|
| Index Maturity: | Three Months |
| Spread Multiplier: | N/A |
| Maximum Interest Rate: | N/A |
| Minimum Interest Rate: | N/A |
| Interest Payment Period: | Quarterly |
| Interest Payment Dates: | Quarterly on each February 19, May 19, August 19 and November 19, commencing August 19, 2005. |
| Initial Interest Rate: | To be determined two London Business Days prior to the Original Issue Date based on three month USD LIBOR plus 0.05%. |
| 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. |

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

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Clearance and Settlement

:

___ DTC Only.

X DTC global (including through its indirect participants Euroclear and Clearstream, Luxembourg as described under "Global Clearance and Settlement Procedures" in the accompanying Prospectus Supplement).

— DTC and Euroclear/Clearstream, Luxembourg (as described under "Description of Notes - General *Special Provisions Relating to Certain Foreign Currency Notes*" in the accompanying Prospectus Supplement).

— Euroclear and Clearstream, Luxembourg only.

CUSIP No.: K6962GQ56

ISIN: US36962GQ564

Common Code: H22014099

Repayment, Redemption and Acceleration

Optional Repayment Date(s): N/A

Initial Redemption Date: N/A

Initial Redemption Percentage: N/A

Annual Redemption Percentage Reduction: N/A

Modified Payment Upon Acceleration: N/A

Original Issue Discount

:

Amount of OID: N/A

Yield to Maturity: N/A

Interest Accrual Date: N/A

Initial Accrual Period OID: N/A

Amortizing Notes

:

Amortization Schedule: N/A

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Dual Currency Notes

:

Face Amount Currency: N/A

Optional Payment Currency: N/A

Designated Exchange Rate: N/A

Option Value Calculation Agent: N/A

Option Election Date(s): N/A

Indexed Notes

:

Currency Base Rate: N/A

Determination Agent: N/A

Listing:

—

Listed on the Luxembourg Exchange

Not listed on the Luxembourg Exchange

Additional Information

General.

At March 31, 2005, the Company had outstanding indebtedness totaling \$350.741 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 March 31, 2005, excluding subordinated notes payable after one year was equal to \$349.921 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>Three Months Ended</u> |
|-------------------------------|-------------|-------------|-------------|-------------|---------------------------|
| | | | | | <u>March 31, 2005</u> |
| | | | | | |
| <u>2000</u> | <u>2001</u> | <u>2002</u> | <u>2003</u> | <u>2004</u> | |
| 1.52 | 1.73 | 1.66 | 1.86 | 1.89 | 1.74 |

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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.

Plan of Distribution

:

The Notes are being purchased by the following financial institutions in their respective amounts (collectively, the "Underwriters"), as principal, at 100.00% of the aggregate principal amount less an underwriting discount equal to 0.150% of the principal amount of the Notes.

| <u>Institution</u> | <u>Commitment</u> |
|---|-------------------|
| Lead Managers: | |
| Citigroup Global Markets Inc. | \$316,000,000 |
| Credit Suisse First Boston LLC | 315,500,000 |
| Merrill Lynch, Pierce Fenner & Smith Incorporated | 315,500,000 |
| | |
| Co-Managers: | |
| Blaylock & Partners, L.P. | 20,000,000 |
| Loop Capital Markets, LLC | 20,000,000 |
| The Williams Capital Group, L.P. | 13,000,000 |
| | |
| Total | \$1,000,000,000 |

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