

GENERAL ELECTRIC CAPITAL CORP
Form 424B3
December 01, 2005

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|-----------------------|---------------------------------------|
| PROSPECTUS | Pricing Supplement No. 4254 |
| Dated May 17, 2005 | Dated November 29, 2005 |
| PROSPECTUS SUPPLEMENT | Rule 424(b)(3)-Registration Statement |
| Dated August 24, 2005 | No. 333-123085 |

GENERAL ELECTRIC CAPITAL CORPORATION
GLOBAL MEDIUM-TERM NOTES, SERIES A
(Fixed Rate Notes)

| | |
|---|---|
| Trade Date: | November 29, 2005 |
| Settlement Date (Original Issue Date): | December 2, 2005 |
| Maturity Date: | November 15, 2011 |
| Principal Amount (in Specified Currency) | US\$ 1,000,000,000 |
| Price to Public (Issue Price): | 99.794% |
| Agent's Discount or Commission: | 0.300% |
| Net Proceeds to Issuer (in Specified Currency): | US\$ 994,940,000 |
| Interest Rate Per Annum: | 5.000% |
| Interest Payment Date(s): | May 15 and November 15 of each year commencing May 15, 2006 (with respect to the period from and including December 2, 2005 to but excluding May 15, 2006) and ending on the Maturity Date. |

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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

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.

(Fixed Rate)

Page 2

Pricing Supplement No. 4254

Dated November 29, 2005

Rule 424(b)(3)-Registration Statement

No. 333-123085

CUSIP: K6962GT38

ISIN: US36962GT386

Common Code: 023763028

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

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

(Fixed Rate)

Page 3

Pricing Supplement No. 4254

Dated November 29, 2005

Rule 424(b)(3)-Registration Statement

No. 333-123085

Listing:

—

Listed on the Official List of the UK Listing Authority and an application has been made for the Notes to be admitted to trading on the London Stock Exchanges Gilt Edged and Fixed Interest Market

Not listed on the Official List of the UK Listing Authority

Additional Information

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General.

At September 30, 2005, the Company had outstanding indebtedness totaling \$344.022 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, 2005, excluding subordinated notes payable after one year was equal to \$341.143 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>2000</u> | <u>2001</u> | <u>2002</u> | <u>2003</u> | <u>2004</u> | <u>September 30, 2005</u> |
| | (Restated) | (Restated) | (Restated) | (Restated) | |
| 1.52 | 1.73 | 1.66 | 1.86 | 1.89 | 1.82 |

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.

(Fixed Rate)

Page 4

Pricing Supplement No. 4254

Dated November 29, 2005

Rule 424(b)(3)-Registration Statement

No. 333-123085

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Plan of Distribution

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The Notes are being purchased by the following financial institutions in their respective amounts (collectively, the "Underwriters"), as principal, at 99.794% of the aggregate principal amount less an underwriting discount equal to 0.300% of the principal amount of the Notes.

| <u>Institution</u> | <u>Commitment</u> |
|---------------------------|-------------------|
| Lead Manager: | |
| Lehman Brothers Inc. | \$ 760,000,000 |
| UBS Securities LLC | 70,000,000 |
| | |
| Co-Managers: | |
| Blaylock & Partners, L.P. | 170,000,000 |
| | |
| Total | \$1,000,000,000 |

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