

GENERAL ELECTRIC CAPITAL CORP

Form 424B3

February 01, 2006

PROSPECTUS

Pricing Supplement Number 4298

May 17, 2005

Dated January 31, 2006

PROSPECTUS SUPPLEMENT

Filed Pursuant to Rule 424(b)(3)

August 24, 2005

No. 333-123085

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Floating Rate Notes)

Issuer: General Electric Capital Corporation

Ratings: Aaa/AAA

Trade Date/Pricing Effective
Time: January 31, 2006

Settlement Date (Original Issue
Date): February 3, 2006

Maturity Date:
February 5, 2007

Principal Amount: US\$300,000,000.00

Price to Public (Issue Price): 100.00%

Agents Commission: 0.00%

All-in Price: 100.00%

Net Proceeds to Issuer: US\$300,000,000.00

Interest Rate Basis

(Benchmark): LIBOR, as determined by LIBOR Telerate

Index Currency: U.S. Dollars

Spread (plus or minus): Minus 0.06%

Index Maturity: Three Month

Index Payment Period: Quarterly

Interest Payment Dates: May 4, 2006, August 3, 2006, November 3, 2006 and ending on the Maturity Date

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.

Page 2

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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): Not applicable

Call Notice Period: Not applicable

Put Dates (if any): Not applicable

Put Notice Period: Not applicable

CUSIP: 36962GV43

ISIN: Not applicable

Common Code: Not applicable

Other: Not applicable

Plan of Distribution:

GE Capital Markets, Inc. is acting as Agent in connection with the distribution of the Notes. The Agent will receive a selling commission equal to 0.00% of the principal amount of the Notes.

Page 3

Pricing Supplement Number 4298

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Additional Information:

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

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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.

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