

GENERAL ELECTRIC CAPITAL CORP
Form FWP
May 05, 2006

Filed Pursuant to Rule 433

Dated May 3, 2006

Registration Statement

No. 333-132807

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Floating Rate Notes)

| | |
|--|---|
| Issuer: | General Electric Capital Corporation |
| Ratings: | Aaa/AAA |
| Trade Date: | May 3, 2006 |
| Settlement Date (Original Issue Date): | May 8, 2006 |
| Maturity Date: | December 15, 2009 |
| Principal Amount: | US\$300,000,000.00 |
| Price to Public (Issue Price): | 100.211% (plus accrued interest from and including March 15, 2006 to but excluding May 8, 2006) |
| Agents Commission: | 0.175% |
| All-in Price: | 100.036% |
| Accrued Interest: | \$2,263,500 |
| Net Proceeds to Issuer: | US\$302,371,500 |
| Interest Rate Basis (Benchmark): | LIBOR, as determined by LIBOR Telerate |
| Index Currency: | U.S. Dollars |

Coupon: Plus 0.12%

Re-Offer Spread (plus or minus): Plus 0.05%

Index Maturity: Three Months

Index Payment Period: Quarterly

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Interest Payment Dates: Quarterly on each December 15, March 15, June 15 and September 15 of each year, commencing June 15, 2006 and ending on the Maturity Date

Initial Interest Rate: To be determined two London Business days prior to each Interest Reset Date

Interest Reset Periods: Quarterly on each Interest Payment Date

And Dates:

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): N/A
Call Notice Period: N/A
Put Dates (if any): N/A
Put Notice Period: N/A
CUSIP: 36962GM35
ISIN: US36962GM357
Common Code: 020482273

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 company's issues of US\$ 1,000,000,000, US\$100,000,000 and US\$100,000,000 Floating Rate Notes due December 15, 2009 as described in the company's pricing supplement numbers 4087 dated October 26, 2004, 4106 dated December 8, 2004 and 4111 dated December 21, 2004, respectively.

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Plan of Distribution:

The Notes are being purchased by Morgan Stanley & Co. Incorporated (the "Underwriter"), as principal, at 100.211% of the aggregate principal amount less an underwriting discount equal to 0.175% of the principal amount of the Notes.

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

Additional Information:

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At March 31, 2006, the Company had outstanding indebtedness totaling \$359.920 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, 2006, excluding subordinated notes payable after one year, was equal to \$357.254 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> | | | | | Three Months ended |
|-------------------------------|-------------|-------------|-------------|-------------|-----------------------|
| | | | | | March 31, |
| <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 | 1.63 |

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.

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 or the underwriters participating in the offering will arrange to send you the prospectus if you request it by calling Morgan Stanley & Co. Incorporated collect at 1-866-718-1649 or Investor Communications of the issuer at 1-203-357-3950.