

GENERAL ELECTRIC CAPITAL CORP

Form 424B3

May 05, 2006

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| PROSPECTUS | Pricing Supplement Number 4349 |
| March 29, 2006 | Filed Pursuant to Rule 424(b)(3) |
| PROSPECTUS SUPPLEMENT | Dated May 3, 2006 |
| March 29, 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: | September 15, 2014 |
| Principal Amount: | US\$250,000,000.00 |
| Price to Public (Issue Price): | 100.590% (plus accrued interest from and including March 15, 2006 to but excluding May 8, 2006) |
| Agents Commission: | 0.370% |
| All-in Price: | 100.220% |
| Accrued Interest: | \$1,938,750 |
| Net Proceeds to Issuer: | US\$252,488,750 |
| Interest Rate Basis (Benchmark): | LIBOR, as determined by LIBOR Telerate |
| Index Currency: | U.S. Dollars |
| Coupon: | Plus 0.26% |

Re-Offer Spread (plus or minus): Plus 0.17%

Index Maturity: Three Months

Index Payment Period: Quarterly

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

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

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

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: 36962GK94
ISIN: US36962GK948
Common Code: 020149493

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\$750,000,000, US\$250,000,000, US\$100,000,000, US\$70,000,000, US\$100,000,000 and US\$50,000,000 Floating Rate Notes due September 15, 2014 as described in the company's pricing supplement numbers 4063 dated September 14, 2004 as amended on September 16, 2004, 4074, dated September 24, 2004, 4131 dated January 31, 2005, 4136 dated February 2, 2005, 4203 dated June 21, 2005 and 4204 dated June 23, 2005, respectively.

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Plan of Distribution:

The Notes are being purchased by Morgan Stanley & Co. Incorporated (the "Underwriter"), as principal, at 100.590% of the aggregate principal amount less an underwriting discount equal to 0.370% of the principal amount of the Notes.

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

Additional Information:

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.