

GENERAL ELECTRIC CAPITAL CORP

Form 424B3

November 08, 2006

## Calculation of Registration Fee

| Title of Each Class of Securities Offered | Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|----------------------------------|----------------------------|
| Senior Unsecured Notes                    | \$625,000,000                    | \$66,875.00                |

PROSPECTUS

Pricing Supplement Number: 4475

Dated March 29, 2006

Filed Pursuant to Rule 424(b)(3)

PROSPECTUS SUPPLEMENT

Dated November 6, 2006

Dated March 29, 2006

Registration Statement: No. 333-132807

## GENERAL ELECTRIC CAPITAL CORPORATION

## GLOBAL MEDIUM-TERM NOTES, SERIES A

(Senior Unsecured Floating Rate Notes)

Issuer:

General Electric Capital Corporation

Ratings:

Aaa/AAA

Trade Date:

November 6, 2006

Settlement Date (Original Issue Date):

November 9, 2006

Maturity Date:

November 1, 2012

Principal Amount:

US\$625,000,000

Price to Public (Issue Price):

99.998%

Agents Commission:

0.30%

All-in Price:

99.698%

Accrued Interest:

US\$764,062.50

Net Proceeds to Issuer:

US\$623,876,562.50 (which includes accrued interest)

Interest Rate Basis (Benchmark):

LIBOR, as determined by LIBOR Telerate

Index Currency:

U.S. Dollars

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Spread (plus or minus): Plus 0.13%

Index Maturity: Three Months

Index Payment Period: Quarterly

Interest Payment Dates: Quarterly on each February 1, May 1, August 1, and November 1 of each year, commencing February 1, 2007 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: 36962GZ49

ISIN: US36962GZ490

Common Code: N/A

Investing in the Notes involves risks. See "Risks of Foreign Currency Notes and Indexed Notes" on page 2 of the accompanying prospectus supplement and "Risk Factors" on page 2 of the accompanying prospectus.

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 Issuers issue of US\$300,000,000 principal amount of Floating Rate Notes due November 1, 2012 as described in the Issuers pricing supplement number 4466 dated October 25, 2006.

Plan of Distribution:

The Notes are being purchased by the underwriters listed below (collectively, the "Underwriters"), as principal, at 99.998% of the aggregate principal amount less an underwriting discount equal to 0.30% of the principal amount of the Notes.

Institution

Commitment

|                                   |                      |
|-----------------------------------|----------------------|
| HSBC Securities (USA) Inc.        | \$300,000,000        |
| Morgan Stanley & Co. Incorporated | \$262,500,000        |
| Citigroup Capital Markets Inc.    | <u>\$ 62,500,000</u> |
| Total:                            | \$625,000,000        |

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

Additional Information:

At September 30, 2006, the Issuer had outstanding indebtedness totaling \$398.803 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, 2006, excluding subordinated notes payable after one year, was equal to \$394.061 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> |             |             |             |             | Nine Months ended |
|-------------------------------|-------------|-------------|-------------|-------------|-------------------|
|                               |             |             |             |             | September 30,     |
| <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        | 1.62              |

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 Issuer 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.