

GENERAL ELECTRIC CAPITAL CORP
Form 424B3
April 05, 2007

Calculation of Registration Fee

| Title of Each Class of Securities Offered | Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|----------------------------------|----------------------------|
| Senior Unsecured Notes | \$750,000,000.00 | \$23,025.00 |

PROSPECTUS

Pricing Supplement Number: 4584

Dated March 29, 2006

Filed Pursuant to Rule 424(b)(3)

PROSPECTUS SUPPLEMENT

Dated April 4, 2007

Dated March 29, 2006

Registration Statement: No. 333-132807

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Senior Unsecured Fixed Rate Notes)

| | |
|--|--------------------------------------|
| Issuer: | General Electric Capital Corporation |
| Ratings: | Aaa/AAA |
| Trade Date: | April 4, 2007 |
| Settlement Date (Original Issue Date): | April 10, 2007 |
| Maturity Date: | April 10, 2012 |
| Principal Amount: | US \$750,000,000 |
| Price to Public (Issue Price): | 99.468% |
| Agents Commission: | 0.150% |
| All-in Price: | 99.318% |
| Accrued Interest: | N/A |
| Net Proceeds to Issuer: | US \$744,885,000 |
| Treasury Benchmark: | 4.500% due March 31, 2012 |

| | |
|-------------------------------|--|
| Treasury Yield: | 4.532% |
| Spread to Treasury Benchmark: | Plus 59 basis points |
| Reoffer Yield: | 5.122% |
| Interest Rate per Annum: | 5.000% |
| Interest Payment Dates: | Semi-Annually on April 10 and October 10 of each year, commencing October 10, 2007 and ending on the Maturity Date |

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| | |
|-----------------------|---|
| Day Count Convention: | 30/360 |
| 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: | 36962G2L7 |
| ISIN: | 36962G2L75 |
| Common Code: | TBD |

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.

Plan of Distribution:

The Notes are being purchased by the underwriters listed below (collectively, the "Underwriters"), as principal, at 99.468% of the aggregate principal amount less an underwriting discount equal to 0.15% of the principal amount of the Notes.

Institution Commitment

Lead Managers:

Credit Suisse Securities (USA) LLC \$ 225,000,000

Lehman Brothers Inc. \$ 225,000,000

Morgan Stanley & Co. Incorporated \$ 225,000,000

Co-Managers:

Blaylock & Company, Inc. \$ 22,500,000

Utendahl Capital Partners, L.P. \$ 22,500,000

The Williams Capital Group, L.P. \$ 15,000,000

Samuel A. Ramirez & Co., Inc. \$ 15,000,000

Total \$750,000,000

Lehman Brothers Inc. will assume the risk of any unsold allotment that would otherwise be purchased by Utendahl Capital Partners, L.P.

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

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Additional Information:

At December 31, 2006, the Company had outstanding indebtedness totaling \$425.713 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 December 31, 2006, excluding subordinated notes payable after one year, was equal to \$420.811 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:

Year Ended December 31

| <u>2002</u> | <u>2003</u> | <u>2004</u> | <u>2005</u> | <u>2006</u> |
|-------------|-------------|-------------|-------------|-------------|
| 1.43 | 1.77 | 1.87 | 1.70 | 1.64 |

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.