

GENERAL ELECTRIC CAPITAL CORP
Form FWP
November 09, 2006

Filed Pursuant to Rule 433

Dated November 7, 2006

Registration Statement: No. 333-132807

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES

(Senior Unsecured Fixed Rate Notes)

| | |
|--|---|
| Issuer: | General Electric Capital Corporation |
| Ratings: | Aaa/AAA |
| Trade Date/Pricing Effective Time: | November 7, 2006 |
| Settlement Date (Original Issue Date): | November 10, 2006 |
| Maturity Date: | October 27, 2009 |
| Principal Amount: | US\$ 125,000,000.00 |
| Price to Public (Issue Price): | 100.384% |
| Agents Commission: | 0.15% |
| All-in Price: | 100.234% |
| Accrued Interest: | US\$ 236,979.17 |
| Net Proceeds to Issuer: | US\$ 125,529,479.17 |
| Treasury Benchmark: | 4.875% due August 15, 2009 |
| Treasury Yield: | 4.678% |
| Spread to Treasury Benchmark: | Plus 43 basis points |
| Re-Offer Yield: | 5.108% |
| Interest Rate Per Annum: | 5.250% |
| Interest Payment Dates: | Semi-annually on each April 27 and October 27 of each year, commencing on April 27, 2007 and ending on the Maturity |

Date.

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| Day Count Convention: | 30/360 |
| Denominations: | Minimum of \$1000 and in increments of \$1000 thereafter |
| CUSIP: | 36962GZ31 |
| ISIN: | US36962GZ318 |
| Common Code: | 027354840 |

Additional Terms:

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\$700,000,000, principal amount of 5.25% Notes due October 27, 2009 as described in the Issuers Pricing Supplement number 4464 dated October 24, 2006.

Plan of Distribution:

The Notes are being purchased by Lehman Brothers Inc. (the "Underwriter"), as principal, at the Issue Price of 100.384% of the aggregate principal amount less an underwriting discount equal to 0.15% of the principal amount of the Notes. The Underwriter has advised the Company that the Underwriter proposes to offer the Notes for sale at the Re-offer Yield referenced above.

The Company has agreed to indemnify the Underwriter 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.

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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> | | | | | <u>Nine Months ended September 30,</u> |
|-------------------------------|-------------|-------------|-------------|-------------|--|
| <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.

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 on the SEC Web site at www.sec.gov. Alternatively, the issuer, the Underwriter will arrange to send you the prospectus if you request it by calling

Lehman Brothers Inc. at 1-888-603-5847 or Investor Communications of the issuer at 1-203-357-3950.

