

GENERAL ELECTRIC CAPITAL CORP
Form FWP
December 07, 2006

Filed Pursuant to Rule 433

Dated December 5, 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: | December 5, 2006 |
| Settlement Date (Original Issue Date): | December 8, 2006 |
| Maturity Date: | August 2, 2012 |
| Principal Amount: | US\$100,000,000.00 |
| Price to Public (Issue Price): | 100.096% |
| Agents Commission: | 0.30% |
| All-in Price: | 99.796% |
| Accrued Interest: | US\$550,063.00 |
| Net Proceeds to Issuer: | US\$100,346,063.00 |
| Interest Rate Basis (Benchmark): | LIBOR, as determined by LIBOR Telerate |
| Index Currency: | U.S. Dollars |
| Coupon: | Plus 0.13% |
| Re-offer Spread (plus or minus): | Plus 0.11% |
| Index Maturity: | Three Months |
| Interest Payment Period: | Quarterly |
| Interest Payment Dates: | Quarterly on each February 2, May 2, August 2 and November 2 of each year, commencing February 2, |

2007 and ending on the Maturity Date

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|-----------------------------------|--|
| Initial Interest Rate: | To be determined two London Business days prior to the Original Issue 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. |
| CUSIP: | 36962GX58 |
| ISIN: | US36962GX586 |
| Common Code: | N/A |

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\$300,000,000, principal amount of Floating Rate Notes due August 2, 2012 as described in the Issuers Pricing Supplement number 4403 dated July 26, 2006.

Plan of Distribution:

The Notes are being purchased by Lehman Brothers Inc. (the "Underwriter"), as principal, at the Issue Price of 100.096% of the aggregate principal amount less an underwriting discount equal to 0.30% of the principal amount of the Notes. The Underwriter has advised the Issuer 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.

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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

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 or 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.**