

GENERAL ELECTRIC CAPITAL CORP

Form 424B3

February 13, 2007

Calculation of Registration Fee

| Title of Each Class of Securities Offered | Maximum Aggregate Offering Price | Amount of Registration Fee |
|-------------------------------------------|----------------------------------|----------------------------|
| Senior Unsecured Notes | \$775,000,000.00 | \$82,925.00 |

PROSPECTUS

Pricing Supplement Number: 4540

Dated March 29, 2006

Filed Pursuant to Rule 424(b)(3)

PROSPECTUS SUPPLEMENT

Dated February 8, 2007

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: | February 8, 2007 |
| Settlement Date (Original Issue Date): | February 15, 2007 |
| Maturity Date: | August 15, 2011 |
| Principal Amount: | US\$775,000,000 |
| Price to Public (Issue Price): | 100.000% |
| Agents Commission: | 0.135% |
| All-in Price: | 99.865% |
| Accrued Interest: | N/A |
| Net Proceeds to Issuer: | \$773,953,750 |
| Interest Rate Basis (Benchmark): | LIBOR, as determined by LIBOR Reuters |

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| | |
|--------------------------|------------------------------------------------------------------------------------------------------------------------------------------|
| Index Currency: | U.S. Dollars |
| Spread (plus or minus): | Plus 0.070% |
| Index Maturity: | Three Months |
| Interest Payment Period: | Quarterly |
| Interest Payment Dates: | Quarterly on the 15 th of each February, May, August and November, commencing May 15, 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 Date: | 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 Notice Period: | None |
| Put Dates (if any): | None |
| Put Notice Period: | None |
| CUSIP: | 36962G2N3 |
| ISIN: | US36962G2N32 |
| Common Code: | TBD |

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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 100.000% of the aggregate principal amount less an underwriting discount equal to 0.135% of the principal amount of the Notes.

| <u>Institution</u> | <u>Commitment</u> |
|------------------------------------------------------|----------------------|
| Lead Managers: | |
| Banc of America Securities LLC | \$387,500,000 |
| Merrill Lynch, Pierce Fenner & Smith Incorporated | \$387,500,000 |
| Total | <u>\$775,000,000</u> |

GE Capital Markets, Inc. will act as a sales agent in connection with the offering and will receive a fee from the underwriters equal to 0.045% 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.

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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

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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> | | | | | <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> |
| 1.51 | 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 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.