

GENERAL ELECTRIC CAPITAL CORP

Form 424B3

May 19, 2006

PROSPECTUS Pricing Supplement No. 4372

March 29, 2006 Filed Pursuant to Rule 424(b)(3)

PROSPECTUS SUPPLEMENT Dated May 18, 2006

March 29, 2006 Registration Statement

No. 333-132807

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Floating Rate Notes)

Issuer: General Electric Capital Corporation

Ratings: Aaa/AAA

Trade Date/Pricing Effective  
Time: May 18, 2006

Settlement Date (Original Issue  
Date): May 23, 2006

Maturity Date:  
July 27, 2012

Principal Amount: US\$350,000,000.00

Price to Public (Issue Price): 100.148% (pus accrued interest from and including April  
27, 2006 to but excluding May 23, 2006)

Agents Commission: 0.300%

All-in Price: 99.848%

Accrued Interest: \$1,334,666.67

Net Proceeds to Issuer: US\$350,802,666.67 (which includes accrued interest)

Interest Rate Basis LIBOR, as determined by LIBOR Telerate

(Benchmark):

Index Currency: U.S. Dollars

Coupon: Plus 0.17%

Re-Offer Spread (plus or minus): LIBOR Plus 0.14%

Index Maturity: Three Months

Index Payment Period: Quarterly

Interest Payment Dates: Quarterly on each January 27, April 27, July 27 and October 27 of each year, commencing July 27, 2006 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 Quarterly on each Interest Payment Date

and Dates:

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: 36962GR89

ISIN: US36962GR893

Common Code: 022603574

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 companys issue of US\$ 500,000,000 Floating Rate Notes due July 27, 2012 as described in the companys pricing supplement number 4213 dated July 22, 2005.

**Plan of Distribution:**

The Notes are being purchased by Morgan Stanley & Co. Incorporated (the "Underwriter"), as principal, at 100.148% of the aggregate principal amount less an underwriting discount equal to 0.300% of the principal amount of the Notes.

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

**Additional Information:**

At March 31, 2006, the Company had outstanding indebtedness totaling \$359.920 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 March 31, 2006, excluding subordinated notes payable after one year, was equal to \$357.254 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> |             |             |             |             | Three Months<br>ended |
|-------------------------------|-------------|-------------|-------------|-------------|-----------------------|
|                               |             |             |             |             | March 31,             |
| <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

1.63

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.**