

GENERAL ELECTRIC CAPITAL CORP
Form FWP
August 04, 2006

Dated July 28, 2006 (Amended August 4, 2006)

Filed Pursuant to Rule 433

Registration Statement No. 333-132807

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Floating Rate Notes)

| | |
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| Issuer: | General Electric Capital Corporation |
| Ratings: | Aaa/AAA |
| Trade Date: | July 28, 2006 |
| Settlement Date (Original Issue Date): | August 4, 2006 |
| Maturity Date: | January 15, 2010 |
| Principal Amount: | US\$150,000,000 |
| Price to Public (Issue Price): | 100.000% (plus accrued interest from and including July 15, 2006 to but excluding August 4, 2006) |
| Agents Commission: | 0.175% |
| All-in Price: | 99.825% |
| Accrued Interest: | US\$ 450,781.25 |
| Net Proceeds to Issuer: | US\$149,737,500 (plus accrued interest to be determined on the Original Issue Date) |
| Interest Rate Basis (Benchmark): | Federal Funds Open |
| Index Currency: | U.S. Dollars |
| Spread (plus or minus): | Plus 0.15% |
| Re-Offer Spread (plus or minus): | Plus 0.15% |

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Index Maturity: Overnight

Index Payment Period: Quarterly

Interest Payment Dates: Quarterly on each January 15, April 15, July 15 and October 15 of each year, commencing October 15, 2006 and ending on the Maturity Date

Initial Interest Rate: Described as in "Additional Terms-Interest" below

Interest Reset Periods and Dates: Daily, on each Business Day provided that the Federal Funds Open Rate in effect for any day that is not a Business Day shall be the Federal Funds Open Rate in effect for the prior Business Day

Interest Determination Dates: Described as in "Additional Terms-Interest" below

Day Count Convention: Actual/360

Denominations: Minimum of \$1,000 with increments of \$1,000 thereafter.

CUSIP: 36962GX25

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ISIN: US36962GX255

Common Code: 026374324

Additional Terms:

Interest

The interest rate applicable to each Interest Reset Period will equal the Federal Funds Open Rate (as defined below) plus the Spread set forth above.

The "Federal Funds Open Rate" for an Interest Determination Date will be the rate for that day under the heading "Federal Funds" for the relevant Index Maturity and opposite the caption "Open" as such rate is displayed on Moneyline Telerate Page 5.

If on a Calculation Date for an Interest Period such rate for an Interest Determination Date in that Interest Period does not appear on Moneyline Telerate Page 5, the rate for the Interest Determination Date will be the rate for that day displayed on FFPREBON Index page on Bloomberg which is the Fed Funds Opening Rate as reported by Prebon Yamane (or a successor) on Bloomberg.

If on a Calculation Date for an Interest Period such rate for an Interest Determination Date in that Interest Period does not appear on Moneyline Telerate Page 5 or FFPREBON Index page on Bloomberg, the rate for such Interest Determination Date will be the arithmetic mean of the rates for the last transaction in overnight U.S. Dollar Federal Funds prior to 9.00 am, New York City time, on that day arranged by three brokers of Federal Funds transactions in New York City as selected by the Calculation Agent.

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 Issuers issue of US\$315,000,000 principal amount of Floating Rate Notes due January 15, 2010 as described in the Issuers pricing supplement number 4359 dated May 8, 2006.

Plan of Distribution:

The Notes are being purchased by Morgan Stanley & Co. Incorporated (the Underwriter"), as principal, at the Issue Price of 100.00% of the aggregate principal amount. The Underwriter has advised the Company that the Underwriter proposes to offer the Notes for sale at the Re-offer Spread referenced above.

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

At June 30, 2006, the Company had outstanding indebtedness totaling \$382.374 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 June 30, 2006, excluding subordinated notes payable after one year, was equal to \$379.581 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>Six Months Ended</u> |
|-------------------------------|-------------|-------------|-------------|-------------|-------------------------|
| <u>2001</u> | <u>2002</u> | <u>2003</u> | <u>2004</u> | <u>2005</u> | <u>June 30, 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 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

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 visiting the SEC Web site at www.sec.gov. Alternatively, the issuer, the underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling the underwriter toll-free at

1-866-718-1649 or Investor Communications of the issuer at 1-203-357-3950.