

GENERAL ELECTRIC CAPITAL CORP
Form FWP
May 14, 2007

Dated May 10, 2007

Filed Pursuant to Rule 433

Registration Statement No. 333-132807

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Senior Unsecured Fixed Rate Notes)

| | |
|--|--|
| Issuer: | General Electric Capital Corporation |
| Ratings: | Aaa/AAA |
| Trade Date: | May 10, 2007 |
| Settlement Date (Original Issue Date): | May 15, 2007 |
| Maturity Date: | May 4, 2020 |
| Principal Amount: | US\$350,000,000 (plus accrued interest from and including May 4, 2007 to but excluding May 15, 2007) |
| Price to Public (Issue Price): | 100.163% |
| Agents Commission: | 0.330% |
| All-in Price: | 99.833% |
| Accrued Interest: | US\$593,541.67 |
| Net Proceeds to Issuer: | US\$350,009,041.67 |
| Treasury Benchmark: | 4.625% due February 15, 2017 |
| Treasury Yield: | 4.652% |
| Spread to Treasury Benchmark: | Plus 88 basis points |
| Reoffer Yield: | 5.532% |
| Interest Rate per Annum: | 5.550% |
| Interest Payment Dates: | |

Edgar Filing: GENERAL ELECTRIC CAPITAL CORP - Form FWP

Semi-Annually on May 4 and November 4 of each year, commencing November 4, 2007 and ending on the Maturity Date

| | |
|-----------------------|--|
| Day Count Convention: | 30/360 |
| Denominations: | Minimum of \$1,000 with increments of \$1,000 thereafter |
| Call Dates (if any): | N/A |
| Call Notice Period: | N/A |
| Put Dates (if any): | N/A |
| Put Notice Period: | N/A |
| CUSIP: | 36962G2T0 |
| ISIN: | US36962G2T02 |

Page 2

Dated May 10, 2007

Filed Pursuant to Rule 433

Registration Statement No. 333-132807

Plan of Distribution:

The Notes are being purchased by the underwriters listed below (collectively, the "Underwriters"), as principal, at 100.163% of the aggregate principal amount less an underwriting discount equal to 0.330% of the principal amount of the Notes.

| <u>Institution</u> | <u>Commitment</u> |
|--------------------------------|-------------------|
| Lead Managers | |
| Banc of America Securities LLC | \$200,000,000 |
| Citigroup Global Markets, Inc. | \$150,000,000 |

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

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\$750,000,000 principal amount of Fixed Rate Notes due May 4, 2020 as described in the Issuers pricing supplement number 4605 dated April 27, 2007.

General Information

At March 31, 2007, the Company had outstanding indebtedness totaling \$443.274 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, 2007, excluding subordinated notes payable after one year, was equal to \$438.374 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:

| | | | | | Three Months |
|--------------------------------|-------------|-------------|-------------|-------------|-----------------------|
| | | | | | <u>Ended</u> |
| <u>Year Ended December 31,</u> | | | | | <u>March 31, 2007</u> |
| <u>2002</u> | <u>2003</u> | <u>2004</u> | <u>2005</u> | <u>2006</u> | |
| 1.43 | 1.77 | 1.87 | 1.70 | 1.64 | 1.48 |

Page 3

Dated May 10, 2007

Filed Pursuant to Rule 433

Registration Statement No. 333-132807

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 or the underwriter participating in the offering will arrange to send you the prospectus if you request it by calling Banc of America Securities LLC collect at 1-800-294-1322 or you may email a request to dg.prospectus_distribution@bofasecurities.com, Citigroup Global Markets Inc. at 1-877-858-5407 or Investor Communications of the issuer at 1-203-357-3950.