

GENERAL ELECTRIC CAPITAL CORP

Form 424B3

September 17, 2007

calculation of registration fee

| Title of Each Class of Securities Offered | Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|----------------------------------|----------------------------|
| Senior Unsecured Notes | \$1,000,000,000.00 | \$30,700.00 |

PROSPECTUS

Pricing Supplement Number: 4657

Dated March 29, 2006

Filed Pursuant to Rule 424(b)(3)

PROSPECTUS SUPPLEMENT

Dated September 14, 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: September 14, 2007

Settlement Date (Original Issue Date): September 19, 2007

Maturity Date: September 18, 2009

Principal Amount: US\$1,000,000,000

Price to Public (Issue Price): 99.934%

Agents Commission: 0.060%

All-in Price: 99.874%

Accrued Interest: N/A

Net Proceeds to Issuer: US\$998,740,000

Interest Rate Basis (Benchmark): Federal Funds Open

Index Currency: U.S. Dollars

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Spread (plus or minus): Plus 0.400%

Index Maturity: Overnight

Interest Payment Period: Quarterly

Interest Payment Dates: Quarterly on the 18th day of each March, June, September, and December, commencing December 18, 2007 and ending on the Maturity Date

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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. See "Additional Terms-Interest" below.

Interest Determination Date: On each Interest Reset Date. See "Additional Terms-Interest" below.

Day Count Convention: Actual/360

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

CUSIP: 36962G3G7

ISIN: N/A

Common Code: N/A

Investing in the Notes involves risks. See "Risk 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:

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The Notes are being purchased by the underwriters listed below (collectively, the "Underwriters"), as principal, at 99.934% of the aggregate principal amount less an underwriting discount equal to 0.060% of the principal amount of the Notes.

| <u>Institution</u> | <u>Commitment</u> |
|--|-------------------------|
| Lead Managers: | |
| Banc of America Securities LLC | \$ 166,666,666 |
| Deutsche Bank Securities Inc. | \$ 166,666,666 |
| Goldman, Sachs & Co. | \$ 166,666,666 |
| J.P. Morgan Securities Inc. | \$ 166,666,666 |
| Lehman Brothers Inc. | \$ 166,666,666 |
| Merrill Lynch, Pierce Fenner & Smith Incorporated | \$ 166,666,670 |
| | - |
| Total | <u>\$ 1,000,000,000</u> |

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

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:

General

At June 30, 2007, the Company had outstanding indebtedness totaling \$461.381 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, 2007, excluding subordinated notes payable after one year, was equal to \$456.421 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>Six Months Ended</u> |
|--|-------------------------------|-------------|-------------|-------------|-------------|-------------------------|
| | <u>2002</u> | <u>2003</u> | <u>2004</u> | <u>2005</u> | <u>2006</u> | <u>June 30, 2007</u> |
| | 1.43 | 1.77 | 1.87 | 1.70 | 1.64 | 1.44 |

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.

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CAPITALIZED TERMS USED HEREIN WHICH ARE DEFINED IN THE PROSPECTUS SUPPLEMENT SHALL HAVE THE MEANINGS ASSIGNED TO THEM IN THE PROSPECTUS SUPPLEMENT.