

GENERAL ELECTRIC CAPITAL CORP
Form 424B3
October 20, 2005

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|-----------------------|---------------------------------------|
| PROSPECTUS | Pricing Supplement No. 4239 |
| Dated May 17, 2005 | Dated October 18, 2005 |
| PROSPECTUS SUPPLEMENT | Rule 424(b)(3)-Registration Statement |
| Dated May 17, 2005 | No. 333-123085 |

GENERAL ELECTRIC CAPITAL CORPORATION
GLOBAL MEDIUM-TERM NOTES, SERIES A
(Fixed Rate Notes)

| | |
|---|---|
| Trade Date: | October 18, 2005 |
| Settlement Date (Original Issue Date): | October 21, 2005 |
| Maturity Date: | October 21, 2010 |
| Principal Amount (in Specified Currency) | US\$ 1,000,000,000 |
| Price to Public (Issue Price): | 99.877% |
| Agent's Discount or Commission: | 0.25% |
| Net Proceeds to Issuer (in Specified Currency): | US\$ 996,270,000 |
| Interest Rate Per Annum: | 4.875% |
| <u>Interest Payment Date(s)</u> | April 21 and October 21 of each year commencing |
| : | April 21, 2006 (with respect to the period from and |
| | including October 21, 2005 to but excluding April |
| | 21, 2006) and ending on the Maturity Date. |

Clearance and Settlement

:

DTC Only

- X DTC global (including through its indirect participants Euroclear and Clearstream, Luxembourg as described under "Global Clearance and Settlement Procedures" in the accompanying Prospectus Supplement)

DTC and Euroclear/Clearstream, Luxembourg (as described under "Description of Notes - General - *Special Provisions Relating to Certain Foreign Currency Notes*" in the accompanying Prospectus Supplement).

Euroclear and Clearstream, Luxembourg only

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

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CUSIP: K6962GS62

ISIN: US36962GS628

Common Code: 023351544

Repayment, Redemption and Acceleration

Optional Repayment Date(s): N/A
Initial Redemption Date: N/A
Initial Redemption Percentage: N/A
Annual Redemption Percentage Reduction: N/A
Modified Payment Upon Acceleration: N/A

Original Issue Discount:

Amount of OID: N/A
Yield to Maturity: N/A
Interest Accrual Date: N/A
Initial Accrual Period OID: N/A

Amortizing Notes:

Amortization Schedule: N/A

Dual Currency Notes:

Face Amount Currency: N/A
Optional Payment Currency: N/A
Designated Exchange Rate: N/A
Option Value Calculation Agent: N/A
Option Election Date(s): N/A

Indexed Notes:

Currency Base Rate: N/A
Determination Agent: N/A

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Listing:

—
Listed on the Official List of the UK Listing Authority and an application has been made for the Notes to be admitted to trading on the London Stock Exchanges Gilt Edged and Fixed Interest Market

X Not listed on the Official List of the UK Listing Authority

Additional Information

:

General.

At June 30, 2005, the Company had outstanding indebtedness totaling \$346.445 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, 2005, excluding subordinated notes payable after one year was equal to \$345.672 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>Three Months Ended</u> |
|-------------------------------|-------------|-------------|-------------|-------------|---------------------------|
| | | | | | <u>June 30, 2005</u> |
| <u>2000</u> | <u>2001</u> | <u>2002</u> | <u>2003</u> | <u>2004</u> | |
| | (Restated) | (Restated) | (Restated) | (Restated) | |
| 1.52 | 1.73 | 1.66 | 1.86 | 1.89 | 1.72 |

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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Plan of Distribution

:

The Notes are being purchased by the following financial institutions in their respective amounts (collectively, the "Underwriters"), as principal, at 99.877% of the aggregate principal amount less an underwriting discount equal to 0.250% of the principal amount of the Notes.

| <u>Institution</u> | <u>Commitment</u> |
|-----------------------------------|-------------------|
| Lead Manager: | |
| Lehman Brothers Inc. | \$ 325,000,000 |
| Blaylock & Partners, L.P. | 320,000,000 |
| The Williams Capital Group, L.P. | 320,000,000 |
| | |
| Co-Managers: | |
| Guzman & Company | \$ 10,000,000 |
| Jackson Securities | 5,000,000 |
| Morgan Stanley & Co. Incorporated | 10,000,000 |
| UBS Securities LLC | 10,000,000 |
| | |
| Total | \$1,000,000,000 |

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