

GENERAL ELECTRIC CAPITAL CORP
Form FWP
June 15, 2006

Dated June 14, 2006

Filed Pursuant to Rule 433

Registration Statement No. 333-132807

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Fixed Rate Notes)

Issuer: General Electric Capital Corporation

Ratings: Aaa/AAA

Trade Date: June 14, 2006

Settlement Date (Original Issue Date): June 19, 2006

Maturity Date: January 15, 2013

Principal Amount: US\$250,000,000

Price to Public (Issue Price): 98.743%

Agents Commission: 0.35%

All-in Price: 98.393%

Accrued Interest: US\$ 5,828,472.22

Treasury Benchmark: 5.125% Notes Due May 16, 2016

Treasury Yield: 5.035%

Spread to

Treasury Benchmark: Plus 64.6 basis points

Re-Offer Yield: 5.681%

Net Proceeds to Issuer: US\$ 251,810,972.22

Interest Rate Per Annum: 5.450%

Interest Payment Dates: Semi-annually on each July 15th and January 15th of each year, commencing on July 15, 2006 and ending on the Maturity Date.

Page 2

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Day Count Convention: 30/360

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

CUSIP: 36962GZY3

ISIN: US36962GZY33

Common Code: 015948191

Additional Terms:

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 issues of US\$2,500,000,000 and US\$250,000,000 principal amount of 5.45% Notes due January 15, 2013 as described in the Issuers Pricing Supplement number 3837 dated December 3, 2002 and in the Issuers Pricing Supplement number 4366 dated May 10, 2006 (which currently collectively form a single US\$2,750,000,000 principal amount issue)..

Listing:

The Issuer shall use reasonable efforts to have the Notes issued hereunder listed on the Luxembourg Stock Exchange.

Plan of Distribution:

The Notes are being purchased by Lehman Brothers Inc. (the "Underwriter"), as principal, at 98.743% 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 Yield referenced above.

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

Page 3

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Additional Information:

General

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.

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:

Year Ended December 31

| | | | | | Three Months 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

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 on the SEC Web site at www.sec.gov. Alternatively, the issuer or the underwriter will arrange to send you the prospectus if you request it by calling the underwriter collect at 1-888-603-5847 or Investor Communications of the issuer at 1-203-357-3950.