

GENERAL ELECTRIC CAPITAL CORP  
Form FWP  
December 05, 2005

Filed Pursuant to Rule 433

Registration No. 333-123085  
December 5, 2005

**GENERAL ELECTRIC CAPITAL CORPORATION**

**GLOBAL MEDIUM-TERM NOTES, SERIES A**

**(Fixed Rate Notes)**

|   |  |
|---|--|
| <b>Issuer:</b>                                | General Electric Capital Corporation               |
| <b>Ratings:</b>                               | Aaa/AAA  |
| <b>Trade Date/Pricing Effective Time:</b>     | December 1, 2005, 11:00 A.M. Eastern Standard Time |
| <b>Settlement Date (Original Issue Date):</b> | December 6, 2005                                   |
| <b>Maturity Date:</b>                         | November 15, 2011                                  |
| <b>Principal Amount:</b>                      | US\$600,000,000                                    |
| <b>Price to Public (Issue Price):</b>         | 99.552%  |
| <b>Agents Commission:</b>                     | 0.300%   |
| <b>All-in Price:</b>                          | 99.252%  |
| <b>Accrued Interest:</b>                      | US\$ 333,333                                       |
| <b>Re-Offer Yield:</b>                        | 5.089%   |
| <b>Net Proceeds to Issuer:</b>                | US\$ 595,845,333                                   |
| <b>Interest Rate Per Annum:</b>               | 5.000%   |

|                                |   |
|--------------------------------|---|
| <b>Interest Payment Dates:</b> | Semi-Annually on each May 15 <sup>th</sup> and November 15 <sup>th</sup> of each year, commencing May 15 <sup>th</sup> , 2006 and ending on the Maturity Date   |
| <b>Day Count Convention:</b>   | 30/360  |
| <b>Denominations:</b>          | Minimum of \$1,000 with increments of \$1,000 thereafter.   |
| <b>Call Dates (if any):</b>    | Not Applicable  |
| <b>Call Notice Period:</b>     | Not Applicable  |
| <b>Put Dates (if any):</b>     | Not Applicable  |
| <b>Put Notice Period:</b>      | Not Applicable  |
| <b>Plan of Distribution:</b>   | The Notes are being purchased by the following financial institutions in their respective amounts (collectively, the Underwriters ), as principal, at 99.552% of the aggregate principal amount less an underwriting discount equal to 0.30%% of the principal amount of the Notes. |

**Lead Manager:**

Institution Commitment

Lehman Brothers Inc. \$ 480,000,000

UBS Securities LLC 35,000,000

**Co-Managers:**

Blaylock & Partners, L.P. \$ 85,000,000

Total \$ 600,000,000

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

**CUSIP:**

36962GT38

**ISIN:** US 36962GT386

**Common Code:** 023763028

**Reopening of Issue:** The Notes are intended to be fully-fungible and will form a single series with the Companys US\$1,000,000,000 principal amount of Global Medium-Term Notes Due November 15, 2011 to be issued on December 2, 2005 under the Companys Pricing Supplement No. 4254 dated November 29, 2005.

**Additional Information:**

General.

At September 30, 2005, the Company had outstanding indebtedness totaling \$344.022 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 September 30, 2005, excluding subordinated notes payable after one year was equal to \$341.143 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.

|       |                 |
|-------|-----------------|
| 2000. | 1.52            |
| 2001. | (Restated) 1.73 |
| 2002. | (Restated) 1.66 |
| 2003. | (Restated) 1.86 |
| 2004. | (Restated) 1.89 |

Nine Months Ended September 30, 2005 1.82

**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 IN THIS PRICING SUPPLEMENT 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 EDGAR on the SEC Web site at [www.sec.gov](http://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 at 1-212-536-9664 or Investor Communications of the issuer at 1-203-357-3950.**