

GENERAL ELECTRIC CAPITAL CORP

Form 424B3

June 13, 2006

PROSPECTUS

Pricing Supplement No. 4380

March 29, 2006

Filed Pursuant to Rule 424(b)(3)

PROSPECTUS SUPPLEMENT

Dated June 5, 2006

March 29, 2006

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/Pricing Effective  
Time: June 5, 2006

Settlement Date (Original Issue  
Date): June 9, 2006

Maturity Date: June 9, 2014

Principal Amount: US\$500,000,000.00

Price to Public (Issue Price): 99.892%

Agents Commission: 0.37%

All-in Price: 99.522%

Accrued Interest: \$0.00

Treasury Benchmark: 5.125% due May 15, 2016

Treasury Yield: 5.007%

Spread to Treasury Benchmark: Plus 66 basis points

Re-offer Yield: 5.667%

Net Proceeds to Issuer: US\$497,610,000  
Interest Rate Per Annum: 5.65%  
Interest Payment Dates: Semi-Annually on June 9 and December 9 of each year, commencing December 9, 2006 and ending on the Maturity Date.  
Day Count Convention: 30/360

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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: 36962GX41

ISIN: US 36962GX41 2

Common Code: 025755464

Additional Information:

**Plan of Distribution:**

The Notes are being purchased by Morgan Stanley & Co. Incorporated ("the Underwriter"), as principal, at the Issue Price of 99.892% of the aggregate principal amount less an underwriting discount equal to 0.37% of the principal amount of the Notes.

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

Additional Information:

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.

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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>					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.**