

GENERAL ELECTRIC CAPITAL CORP
Form 424B3
September 18, 2001

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| PROSPECTUS | Pricing Supplement No. 3656 |
| Dated August 31, 2001 | Dated September 17, 2001 |
| PROSPECTUS SUPPLEMENT | Rule 424(b)(3)-Registration Statement |
| Dated September 5, 2001 | Nos. 333-40880 and 333-66560 |

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Floating Rate Notes)

Trade Date: September 17, 2001

Settlement Date (Original Issue Date): September 19, 2001

Maturity Date: September 19, 2002

Principal Amount (in Specified Currency): USD 2,000,000,000

Price to Public (Issue Price): 100.00%

Agent's Discount or Commission: 0.020%

Net Proceeds to Issuer (in Specified Currency): USD 1,999,600,000

Interest Rate

:

Interest Calculation:

Regular Floating Rate

Inverse Floating Rate

Other Floating Rate

Interest Rate Basis: CD Rate Commercial Paper Rate

Federal Funds Rate (See "Additional Terms - Interest" below)

LIBOR Prime Rate Treasury Rate

Other (See "Additional Terms - Interest" below)

Spread (Plus or Minus): One Month USD LIBOR minus 0.05%

Spread Multiplier: N/A

Index Maturity: One Month

Index Currency: U.S. Dollars

Maximum Interest Rate: N/A

Minimum Interest Rate: N/A

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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Interest Payment Period: Monthly

Interest Payment Dates: On the 19th day of each month, commencing October 19, 2001.

Initial Interest Rate: To be determined one London Business Day prior to the Original Issue Date based on the one month USD LIBOR minus 0.05%

Interest Reset Periods and Dates: Monthly on each Interest Payment Date.

Interest Determination Dates: Monthly, two London Business Days prior to each Interest Reset Date.

Form of Notes

:

n DTC registered o non-DTC registered

CUSIP No: K6962GWR1

ISIN No. US36962GWR19

Common Code: _____

Repayment, Redemption and Acceleration

:

Optional Repayment Date: N/A

Annual redemption Percentage Reduction: N/A

Initial Redemption Date: N/A

Initial Redemption Percentage: N/A

Original Issue Discount

Amount of OID: N/A

Interest Accrual Date: N/A

Yield to Maturity: 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

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| (Floating Rate Notes) |
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Indexed Notes

:

Currency Base Rate: N/A

Additional Information

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General.

At June 30, 2001, the Company had outstanding indebtedness totaling \$197.988 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, 2001 excluding subordinated notes payable after one year was equal to \$197.290 billion.

Consolidated Ratio of Earning 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</u> <u>December</u> <u>31,</u> | | <u>Three Months Ended</u> <u>June 30, 2001</u> |
|-------------|-------------|-------------|--|-------------|---|
| <u>1996</u> | <u>1997</u> | <u>1998</u> | <u>1999</u> | <u>2000</u> | |
| 1.53 | 1.48 | 1.50 | 1.60 | 1.52 | 1.60 |

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.

Plan of Distribution

:

Lehman Brothers Inc. is acting as Agent in connection with the distribution of the Notes. The Agent will receive a selling commission equal to 0.020% of the principal amount of the Notes