

GENERAL ELECTRIC CAPITAL CORP

Form FWP

January 11, 2006

PROSPECTUS

Pricing Supplement No. 4284

May 17, 2005

Dated January 9, 2006

PROSPECTUS SUPPLEMENT

Rule 424(b)(3) Registration Statement

August 24, 2005

No. 333-123085

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: January 9, 2006

Settlement Date (Original Issue  
Date): January 12, 2006

Maturity Date: October 21, 2010

Principal Amount: US\$ 250,000,000.00

Price to Public (Issue Price): 99.875%

Agents Commission: 0.250%

All-in Price: 99.625%

Accrued Interest: \$2,742,187.50

Treasury Benchmark: 4.375% due December 15, 2010

Treasury Yield: 4.323%

Spread to plus 58 basis points

Treasury Benchmark:

Re-Offer Yield: 4.903%

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|                          |  |
|--------------------------|--|
| Net Proceeds to Issuer:  | US\$251,804,687.50   |
| Interest Rate Per Annum: | 4.875%   |
| Interest Payment Dates:  | Semi-Annually on April 21 and October 21 of each year, commencing April 21, 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:               | 36962GS62  |
| ISIN:                | US36962GS628   |
| Common Code:         | 023351544  |

Additional Information:

Reopening of Issue:

The Notes are intended to be fully fungible and be consolidated and form a single issue for all purposes with the company's issue of US\$ 1,000,000,000 Fixed Rate Notes due October 21, 2010 as described in the company's pricing supplement number **4239** dated October 18, 2005.

**Plan of Distribution:**

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The Notes are being purchased by the following financial institutions in their respective amounts (collectively, the "Underwriters"), as principal, at 99.875% 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:                      |                   |
| Morgan Stanley & Co., Incorporated | \$250,000,000     |
| Total                              | \$250,000,000     |

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

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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

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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>Nine Months Ended</u> |  |
|-------------|-------------|-------------------------------|-------------|-------------|--------------------------|--|
| <u>2000</u> | <u>2001</u> | <u>2002</u>                   | <u>2003</u> | <u>2004</u> | <u>September 30,</u>     |  |
|             | (Restated)  | (Restated)                    | (Restated)  | (Restated)  | <u>2005</u>              |  |
| 1.52        | 1.73        | 1.66                          | 1.86        | 1.89        | 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 HEREIN WHICH ARE DEFINED IN THE PROSPECTUS SUPPLEMENT SHALL HAVE THE MEANINGS ASSIGNED TO THEM IN THE PROSPECTUS SUPPLEMENT