

GENERAL ELECTRIC CAPITAL CORP
Form FWP
May 16, 2006

Filed Pursuant to Rule 433

Dated May 15, 2006

Registration Statement

No. 333-132807

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Floating Rate Notes)

| | |
|--|--|
| Issuer: | General Electric Capital Corporation |
| Ratings: | Aaa/AAA |
| Trade Date: | May 15, 2006 |
| Settlement Date (Original Issue Date): | May 17, 2006 |
| Maturity Date: | May 10, 2010 |
| Principal Amount: | US\$500,000,000 |
| Price to Public (Issue Price): | 99.9978% |
| Agents Commission: | 0.20% |
| All-in Price: | 99.7978% |
| Accrued Interest: | US\$507,500 |
| Net Proceeds to Issuer: | US\$499,496,500 |
| Interest Rate Basis (Benchmark): | LIBOR, as determined by LIBOR Telerate |

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Index Currency: U.S. Dollars

Coupon: LIBOR plus 0.06%

Re-Offer Spread (plus or minus): Plus 0.06%

Index Maturity: Three Months

Index Payment Period: Quarterly

Interest Payment Dates: Quarterly on each February 10, May 10, August 10, and November 10 of each year, commencing August 10, 2006 and ending on the Maturity Date

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Initial Interest Rate: To be determined two London Business days prior to each Interest Reset Date

Interest Reset Periods and Dates: Quarterly on each Interest Payment Date

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

CUSIP: 36962GW83

ISIN: US36962GW836

Common Code: 025409809

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 Issuers issue of US\$500,000,000 Floating Rate Notes due May 10, 2010 as described in the Issuers pricing supplement number 4353 dated May 4, 2006

Plan of Distribution:

The Notes are being purchased by Credit Suisse Securities (USA) LLC (the "Underwriter"), as principal, at 99.9978% of the aggregate principal amount less an underwriting discount equal to 0.20% of the principal amount of the Notes. GE Capital Markets, Inc. will act as a sales agent in connection with the offering and will receive a fee from the Underwriter equal to 0.10% of the principal amount of the notes.

Institution

Commitment

Lead Manager:

Credit Suisse Securities (USA) LLC \$500,000,000

Total \$500,000,000

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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.

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 |

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>March 31,</u> |
|-------------------------------|-------------|-------------|-------------|------------------|
| | | | | |
| <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 visiting the SEC Web site at www.sec.gov. Alternatively, the issuer or the underwriter(s) participating in the offering will arrange to send you the prospectus if you request it by calling Credit Suisse toll free at 1-800-221-1037 or Investor Communications of the issuer at 1-203-357-3950.