

GENERAL ELECTRIC CAPITAL CORP

Form 424B3

March 30, 2006

**PROSPECTUS**

May 17, 2005

**PROSPECTUS SUPPLEMENT**

August 24, 2005

Pricing Supplement Number 4335

Dated March 27, 2006

Filed Pursuant to Rule 424(b)(3)

Registration Statement No. 333-123085

**GENERAL ELECTRIC CAPITAL CORPORATION**

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

**(Fixed Rate/Floating Rate Notes)**

**Issuer:** General Electric Capital Corporation

**Ratings:** Aaa/AAA

**Trade Date/Pricing Effective Time:** March 27, 2006

**Settlement Date (Original Issue Date):** April 3, 2006

**Maturity Date:** April 5, 2010

**Principal Amount:** US\$300,000,000

**Price to Public (Issue Price):** 100.00%

**Agents Commission:** 0.20%

**All-in Price:** 99.80%

**Net Proceeds to Issuer:** US\$299,400,000

**Fixed Rate Provisions**

**Fixed Rate Period:** April 3, 2006 to but excluding April 5, 2007

**Benchmark:** Eurodollar Synthetic Forward Rate as per Bloomberg Page EDSF

**Yield:** 5.178%

**Spread to Benchmark:** Plus 0.06%

**Re-Offer Yield:** 5.238%

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**Fixed Interest Rate:** 5.238%

**Fixed Rate Interest Payment Date:** April 5, 2007

**Day Count Convention:** Actual/360

**Floating Rate Provisions**

**Floating Rate Period:** April 5, 2007 to but excluding the Maturity Date

**Interest Rate Basis (Benchmark):** LIBOR, as determined by LIBOR Telerate

**Index Currency:** U.S. Dollars

**Spread (plus or minus):** Plus 0.06%

**Index Maturity:** Three Month

**Index Payment Period:** Quarterly

**Floating Rate Interest Payment Dates:** Quarterly on the 5th day of each July, October, January and April, commencing on July 5, 2007, ending on the Maturity Date

**Initial Interest Rate:** To be determined two London Business Days prior to April 5, 2007 based on three month USD LIBOR plus 0.06%

**Interest Reset Periods and Dates:** Quarterly on each Floating Rate Interest Payment Date

**Interest Determination Dates:** Quarterly, two London business Days prior to each Interest Reset Date

**Day Count Convention:** Actual/360

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

**Call Dates (if any):** Not Applicable

**Call Notice Period:** Not Applicable

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**Put Dates (if any):** Not Applicable  
**Put Notice Period:** Not Applicable  
**CUSIP:** 36962GW34  
**ISIN:** Not Applicable  
**Common Code:** Not Applicable  
**Other:** Not Applicable  
**Additional Terms:**

*Interest*

Interest on the Notes for the period from and including April 3, 2006 to but excluding April 5, 2007 (the Fixed Rate Period ) will be payable in U.S. Dollars on April 5, 2007 (the Fixed Rate Interest Payment Date ). During the Fixed Rate Period, the interest on the Notes will be equal to 5.238% per annum. During the Fixed Rate Period, interest will be computed and paid on an Actual/360 basis (based upon the actual number of days elapsed in each month in a 360 day year of twelve 30-day months).

Interest on the Notes for the period from and including April 5, 2007 to but excluding the Maturity Date (the Floating Rate Period ) will be payable in U.S. Dollars monthly, in arrears, on the 5<sup>th</sup> day of each quarter, commencing July 5, 2007 (each a Floating Rate Interest Payment Date ). During the Floating Rate Period, the interest rate on the Notes will be equal to the sum of one month USD LIBOR plus 0.06%. The initial floating rate will be determined two London Business Days prior to April 5, 2007 based on three month USD LIBOR plus 0.06%. During the Floating Rate Period, the interest rate will be reset quarterly on each Floating Rate Interest Payment Date (the Interest Reset Date ), and will be determined quarterly, two London Business Days prior to each Interest Reset Date. During the Floating Rate Period, interest will be computed and paid on the basis as provided for LIBOR Notes in the prospectus of the Issuer dated May 17, 2005, as supplemented by the prospectus supplement of the Issuer dated August 24, 2005, under DESCRIPTION OF NOTES Interest and Interest Rates Floating Rate Notes *How Interest is Calculated.*

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**Plan of Distribution:**

The Notes are being purchased by Lehman Brothers Inc. (the Underwriter), as principal, at 100.00% 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 .10% 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:**

General

At December 31, 2005, the Company had outstanding indebtedness totaling \$355.885 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 December 31, 2005, excluding subordinated notes payable after one year, was equal to \$353.200 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:

<b>Year Ended December 31,</b>				
<b>2001</b>	<b>2002</b>	<b>2003</b>	<b>2004</b>	<b>2005</b>
1.56	1.62	1.71	1.82	1.66

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**