

GENERAL ELECTRIC CAPITAL CORP
Form 424B3
June 03, 2005

PROSPECTUS	Pricing Supplement No. 4191
Dated May 17, 2005	Dated June 1, 2005
PROSPECTUS SUPPLEMENT	Rule 424(b)(3)-Registration Statement
Dated May 17, 2005	No. 333-123085

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Floating Rate Notes)

Trade Date:	June 1, 2005
Settlement Date (Original Issue Date):	June 6, 2005
Maturity Date:	June 15, 2009
Principal Amount (in Specified Currency)	U.S.\$1,250,000,000
Price to Public (Issue Price):	100.00%
Agent's Discount or Commission:	0.200%
Net Proceeds to Issuer (in Specified Currency):	U.S.\$ 1,247,500,000

Interest Rate

:

Interest Calculation:

n Regular Floating Rate

Inverse Floating Rate

Other Floating Rate

Interest Rate Basis:

LIBOR

Index Currency:

U.S. Dollars

Spread (Plus or Minus)

Plus 0.10%

Index Maturity:

Three Months

Spread Multiplier:

N/A

Maximum Interest Rate:

N/A

Minimum Interest Rate:

N/A

Interest Payment Period:

Quarterly

Interest Payment Dates:

Quarterly on each March 15, June 15, September 15 and December 15 of each year, commencing September 15, 2005 (with respect to the period from and including June 6, 2005 to but excluding September 15, 2005) and ending on the Maturity Date.

Initial Interest Rate:

To be determined two London Business Days prior to the Original Issue Date based on three month USD LIBOR plus 0.10%.

Interest Reset Periods and Dates:

Quarterly on each Interest Payment Date.

Interest Determination Dates:

Quarterly, two London Business Days prior to each Interest Reset Date.

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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Clearance and Settlement

:

- DTC Only.
- DTC global (including through its indirect participants Euroclear and Clearstream, Luxembourg as described under "Global Clearance and Settlement Procedures" in the accompanying Prospectus Supplement).
- DTC and Euroclear/Clearstream, Luxembourg (as described under "Description of Notes - General - *Special Provisions Relating to Certain Foreign Currency Notes*" in the accompanying Prospectus Supplement).
- Euroclear and Clearstream, Luxembourg only.

CUSIP No.: K6962GR22

ISIN: US 36962GR224

Common Code: H22171020

Repayment, Redemption and Acceleration

Optional Repayment Date(s): N/A

Initial Redemption Date: N/A

Initial Redemption Percentage: N/A

Annual Redemption Percentage Reduction: N/A

Modified Payment Upon Acceleration: N/A

Original Issue Discount

:

Amount of OID: N/A

Yield to Maturity: N/A

Interest Accrual Date: N/A

Initial Accrual Period OID: N/A

Amortizing Notes

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Amortization Schedule: N/A

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Dual Currency Notes

:

Face Amount Currency: N/A

Optional Payment Currency: N/A

Designated Exchange Rate: N/A

Option Value Calculation Agent: N/A

Option Election Date(s): N/A

Indexed Notes

:

Currency Base Rate: N/A

Determination Agent: N/A

Listing:

—

Listed on the Luxembourg Exchange

Not listed on the Luxembourg Exchange

Additional Information

:

General.

At March 31, 2005, the Company had outstanding indebtedness totaling \$350.741 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, 2005, excluding subordinated notes payable after one year was equal to \$349.921 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>				<u>Three Months Ended</u>
					<u>March 31, 2005</u>
<u>2000</u>	<u>2001</u>	<u>2002</u>	<u>2003</u>	<u>2004</u>	
	(Restated)	(Restated)	(Restated)	(Restated)	
1.52	1.73	1.66	1.86	1.89	1.74

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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

:

The Notes are being purchased by the following financial institutions in their respective amounts (collectively, the "Underwriters"), as principal, at 100.00% of the aggregate principal amount less an underwriting discount equal to 0.200% of the principal amount of the Notes.

<u>Institution</u>	<u>Commitment</u>
Lead Managers:	
Dresdner Kleinwort Wasserstein Securities LLC	\$ 404,166,666
Lehman Brothers Inc.	404,166,668
Morgan Stanley & Co. Incorporated	404,166,666
Co-Managers:	
Blaylock & Partners, L.P.	12,500,000
Loop Capital Markets, LLC	12,500,000
SBK-Brooks Investment Corp.	12,500,000

Total	\$ 1,250,000,000
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The Company has agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended.