

GENERAL ELECTRIC CAPITAL CORP
Form FWP
May 19, 2006

Filed Pursuant to Rule 433

Dated May 18, 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/Pricing Effective Time: | May 18, 2006 |
| Settlement Date (Original Issue Date): | May 23, 2006 |
| Maturity Date: | July 27, 2012 |
| Principal Amount: | US\$350,000,000.00 |
| Price to Public (Issue Price): | 100.148% (pus accrued interest from and including April 27, 2006 to but excluding May 23, 2006) |
| Agents Commission: | 0.300% |
| All-in Price: | 99.848% |
| Accrued Interest: | \$1,334,666.67 |
| Net Proceeds to Issuer: | US\$350,802,666.67 (which includes accrued interest) |
| Interest Rate Basis (Benchmark): | LIBOR, as determined by LIBOR Telerate |
| Index Currency: | U.S. Dollars |

Edgar Filing: GENERAL ELECTRIC CAPITAL CORP - Form FWP

Coupon: Plus 0.17%

Re-Offer Spread (plus or minus): LIBOR Plus 0.14%

Index Maturity: Three Months

Index Payment Period: Quarterly

Interest Payment Dates: Quarterly on each January 27, April 27, July 27 and October 27 of each year, commencing July 27, 2006 and ending on the Maturity Date

Page 2

Filed Pursuant to Rule 433

Dated May 18, 2006

Registration Statement

No. 333-132807

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

Interest Reset Periods Quarterly on each Interest Payment Date

and Dates:

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.

CUSIP: 36962GR89

ISIN: US36962GR893

Common Code: 022603574

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 companys issue of US\$ 500,000,000 Floating Rate Notes due July 27, 2012 as described in the companys pricing supplement number 4213 dated July 22, 2005.

Plan of Distribution:

The Notes are being purchased by Morgan Stanley & Co. Incorporated (the "Underwriter"), as principal, at 100.148% of the aggregate principal amount less an underwriting discount equal to 0.300% 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:

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.

Page 3

Filed Pursuant to Rule 433

Dated May 18, 2006

Registration Statement

No. 333-132807

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 |
|-------------------------------|-------------|-------------|-------------|-------------|--------------------------|
| <u>2001</u> | <u>2002</u> | <u>2003</u> | <u>2004</u> | <u>2005</u> | March 31, <u>2006</u> |
| 1.56 | 1.62 | 1.71 | 1.82 | 1.66 | 1.63 |

Edgar Filing: GENERAL ELECTRIC CAPITAL CORP - Form FWP

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 underwriters participating in the offering will arrange to send you the prospectus if you request it by calling Morgan Stanley & Co. Incorporated toll free at 1-866-718-1649 or Investor Communications of the issuer at 1-203-357-3950.