

GENERAL ELECTRIC CAPITAL CORP
Form FWP
January 11, 2006

Filed Pursuant to Rule 433

Dated January 9, 2006 *as Amended on*

January 10, 2006 and further Amended on
January 11, 2006

Registration Statement 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> | | | | | Nine Months Ended |
|-------------------------------|-------------|-------------|-------------|-------------|-------------------------------------|
| <u>2000</u> | <u>2001</u> | <u>2002</u> | <u>2003</u> | <u>2004</u> | <u>September 30,</u> <u>2005</u> |
| | (Restated) | (Restated) | (Restated) | (Restated) | |
| 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

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 on the SEC Web site at www.sec.gov. Alternatively, the issuer, the underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Morgan Stanley at 1-866-718-1649 or Investor Communications of the issuer at 1-203-357-3950.