

GENERAL ELECTRIC CAPITAL CORP  
Form FWP  
February 08, 2007

Filed Pursuant to Rule 433

Dated February 6, 2007

Registration Statement: No. 333-132807

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Senior Unsecured Floating Rate Notes)

|  |  |
|--|--|
| Issuer:                                | General Electric Capital Corporation   |
| Ratings:                               | Aaa/AAA                                |
| Trade Date:                            | February 6, 2007                       |
| Settlement Date (Original Issue Date): | February 13, 2007                      |
| Maturity Date:                         | February 15, 2017                      |
| Principal Amount:                      | US \$500,000,000                       |
| Price to Public (Issue Price):         | 100.000%                               |
| Agents Commission:                     | 0.300%                                 |
| All-in Price:                          | 99.700%                                |
| Accrued Interest:                      | N/A                                    |
| Net Proceeds to Issuer:                | US \$498,500,000                       |
| Interest Rate Basis (Benchmark):       | LIBOR, as determined by LIBOR Telerate |
| Index Currency:                        | U.S. Dollars                           |
| Spread (plus or minus):                | Plus 0.170%                            |
| Index Maturity:                        | Three Months                           |
| Interest Payment Period:               | Quarterly                              |

Interest Payment Dates: Quarterly on the 15th of each February, May, August and November, commencing May 15, 2007 and ending on the Maturity Date

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Initial Interest Rate: To be determined two London Business days prior to the Original Issue Date

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

Interest Determination Date: 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 Notice Period: None

Put Dates (if any): None

Put Notice Period: None

CUSIP: 36962G2F0

ISIN: TBD

Common Code: TBD

Plan of Distribution:

The Notes are being purchased by the underwriters listed below (collectively, the "Underwriters"), as principal, at 100.00% of the aggregate principal amount less an underwriting discount equal to 0.30% of the principal amount of the Notes.

Institution

Commitment

Lead Managers:

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|                                  |                      |
|----------------------------------|----------------------|
| Goldman, Sachs & Co.             | \$ 158,334,000       |
| J.P. Morgan Securities Inc.      | \$ 158,333,000       |
| Lehman Brothers Inc.             | \$ 158,333,000       |
| Co-Managers:                     |                      |
| Utendahl Capital Partners, L.P   | \$ 10,000,000        |
| Blaylock & Company, Inc.         | \$ 5,000,000         |
| Samuel A. Ramirez & Co., Inc.    | \$ 5,000,000         |
| The Williams Capital Group, L.P. | \$ 5,000,000         |
| Total                            | <u>\$500,000,000</u> |

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:

At September 30, 2006, the Company had outstanding indebtedness totaling \$398.803 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, 2006, excluding subordinated notes payable after one year, was equal to \$394.061 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:

Year Ended December 31

Nine Months ended

September 30,

| <u>2001</u> | <u>2002</u> | <u>2003</u> | <u>2004</u> | <u>2005</u> | <u>2006</u> |
|-------------|-------------|-------------|-------------|-------------|-------------|
| 1.51        | 1.43        | 1.77        | 1.87        | 1.70        | 1.64        |

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](http://www.sec.gov)

. Alternatively, the issuer or the underwriter participating in the offering will arrange to send you the prospectus if you request it by calling Goldman, Sachs & Co. at 1-866-471-2526, J.P. Morgan Securities Inc. at 1-212-834-4533, Lehman Brothers Inc. at 1-888-603-5847, or Investor Communications of the issuer at 1-203-357-3950.