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GENERAL ELECTRIC CAPITAL CORP

Form 424B3

December 22, 2003

PROSPECTUS

Dated November 21, 2002

PROSPECTUS SUPPLEMENT

Dated November 22, 2002

Pricing Supplement No. 3969

Dated December 18, 2003

Rule 424(b)(3)-Registration Statement

No. 333-100527

GENERAL ELECTRIC CAPITAL CORPORATION  
GLOBAL MEDIUM-TERM NOTES, SERIES A  
(Floating Rate Notes)

Trade Date: December 18, 2003

Settlement Date (Original Issue Date): January 5, 2004

Maturity Date: January 5, 2007

Principal Amount (in Specified Currency): US\$ 500,000,000

Price to Public (Issue Price): 100.00%

Agent's Discount or Commission: 0.20%

Net Proceeds to Issuer: US\$ 499,000,000

INTEREST RATE:

Interest Calculation:

Regular Floating Rate

Inverse Floating Rate

Other Floating Rate

Interest Rate Basis:  CD Rate  Commercial Paper Rate

Federal Funds Rate (See "Additional Terms - Interest" below)

LIBOR  Prime Rate  Treasury Rate

Other (See "Additional Terms - Interest" below)

Spread (Plus or Minus): Three Month USD LIBOR plus 8 basis points

Spread Multiplier: N/A

Index Maturity: Three Months

Index Currency: U.S. Dollars

Maximum Interest Rate: N/A

Minimum Interest Rate: N/A

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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Interest Payment Period: Quarterly

Interest Payment Dates: Quarterly on each January 5th, April 5th, July 5th and October 5th, commencing April 5, 2004.

Initial Interest Rate: To be determined two London Business Days prior to the Original Issue Date based on three month USD LIBOR plus 8 basis points.

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.

CLEARANCE AND SETTLEMENT:

X DTC only  
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\_\_\_ 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.: 36962GF33

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

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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:

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
[X] Not listed on the Luxembourg Exchange
Other listing: (specify)

GENERAL.

At September 30, 2003 the Company had outstanding indebtedness totaling \$272.262 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, 2003 excluding subordinated notes payable after one year was equal to \$271.179 billion.

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CONSOLIDATED RATIO OF EARNING 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:

Table with 6 columns: 1998, 1999, Year Ended December 31, 2000, 2001, 2002, and Nine Months ended September 30, 2003. Values range from 1.50 to 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.

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

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discount equal to 0.20% of the principal amount of the Notes.

The Company has agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended.