

GENERAL ELECTRIC CAPITAL CORP
Form FWP
December 08, 2005

Filed Pursuant to Rule 433
Dated December 7, 2005
Registration Statement
No. 333-123085

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

Issuer:	General Electric Capital Corporation
Ratings:	Aaa/AAA
Trade Date:	December 7, 2005
Settlement Date (Original Issue Date):	December 12, 2005
Maturity Date:	December 12, 2008
Principal Amount:	U.S.\$ 250,000,000
Price to Public (Issue Price):	100.00%
Agent's Commission:	0.00%
All-in Price:	100%
Accrued Interest:	None
Net Proceeds to Issuer:	U.S.\$ 250,000,000
Interest Rate Basis:	LIBOR, as determined by LIBOR Telerate
Index Currency:	U.S. Dollars
Spread (Plus or Minus)	Plus 0.04%
Index Maturity:	Three Months
Interest Payment Period:	Quarterly
Interest Payment Dates:	Quarterly on each March 12, June 12, September 12, and December 12, 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 0.04%

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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
Day Count Convention:	Actual/360
Denominations:	Minimum of \$1,000 with increments of \$1,000 thereafter
Redemption Dates:	None
Put Dates:	None
Settlement:	DTC
CUSIP:	36962GT53

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\$ 500,000,000 Floating Rate Notes due December 12, 2008 as described in the company's pricing supplement number 4260 dated December 7, 2005.

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

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>2000</u>	<u>2001</u>	<u>2002</u>	<u>2003</u>	<u>2004</u>	<u>Nine Months Ended</u>
	(Restated)	(Restated)	(Restated)	(Restated)	<u>September 30, 2005</u>
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.

Plan of Distribution:

GE Capital Markets, Inc. is acting as Agent in connection with the distribution of the Notes. The Agent will receive a selling commission equal to 0.00% of the principal amount of the Notes.

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

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 EDGAR 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 the underwriter collect at 1- 212 834-4533 or Investor Communications of the issuer at 1-203-357-3950.