

GENERAL ELECTRIC CAPITAL CORP
Form 424B3
December 07, 2006

Calculation of Registration Fee

| Title of Each Class of Securities Offered | Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|----------------------------------|----------------------------|
| Senior Unsecured Notes | \$150,000,000.00 | \$16,050.00 |

PROSPECTUS

Pricing Supplement Number: 4504

Dated March 29, 2006

Filed Pursuant to Rule 424(b)(3)

PROSPECTUS SUPPLEMENT

Dated December 6, 2006

Dated March 29, 2006

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: | December 6, 2006 |
| Settlement Date (Original Issue Date): | December 11, 2006 |
| Maturity Date: | June 15, 2009 |
| Principal Amount: | US\$150,000,000 |
| Price to Public (Issue Price): | 100.201% |
| Agents Commission: | 0.125% |
| All-in Price: | 100.076% |
| Accrued Interest: | US\$1,990,125.00 |
| Net Proceeds to Issuer: | US\$152,104,125.00 (which includes accrued interest) |
| Interest Rate Basis (Benchmark): | LIBOR, as determined by LIBOR Telerate |
| Index Currency: | U.S. Dollars |

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| | |
|----------------------------------|--------------|
| Coupon: | Plus 0.10% |
| Re-offer Spread (plus or minus): | Plus 0.015% |
| Index Maturity: | Three Months |

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| | |
|-----------------------------------|---|
| Index Payment Period: | Quarterly |
| Interest Payment Dates: | Quarterly on each March 15, June 15, September 15 and December 15 of each year, commencing December 15, 2006 and ending on the Maturity Date. |
| 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 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. |
| Call Dates (if any): | N/A |
| Call Notice Period: | N/A |
| Put Dates (if any): | N/A |
| Put Notice Period: | N/A |
| CUSIP: | 36962GR22 |
| ISIN: | US 36962GR224 |
| Common Code: | 022171020 |

Investing in the Notes involves risks. See "Risks of Foreign Currency Notes and Indexed Notes" on page 2 of the

accompanying prospectus supplement and "Risk Factors" on page 2 of the accompanying prospectus.

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 Issuers issue of US\$1,250,000,000 principal amount of Floating Rate Notes due June 15, 2009 as described in the Issuers pricing supplement number 4191 dated June 1, 2005.

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Plan of Distribution:

The Notes are being purchased by HSBC Securities (USA) Inc. (the "Underwriter"), as principal, at 100.201% of the aggregate principal amount less an underwriting discount equal to 0.125% of the principal amount of the Notes. The Underwriter has advised the Issuer that the Underwriter proposes to offer the Notes for sale at the Re-offer Yield referenced above.

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

Additional Information:

At September 30, 2006, the Issuer 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:

| <u>Year Ended December 31</u> | | | | | <u>Nine Months ended</u> |
|-------------------------------|-------------|-------------|-------------|-------------|--------------------------|
| | | | | | <u>September 30,</u> |
| <u>2001</u> | <u>2002</u> | <u>2003</u> | <u>2004</u> | <u>2005</u> | <u>2006</u> |

1.56

1.62

1.71

1.82

1.66

1.62

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 Issuer 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.