

GENERAL ELECTRIC CAPITAL CORP
 Form 424B3
 December 03, 2007

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities Offered | Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|----------------------------------|----------------------------|
| Senior Unsecured Notes | \$125,000,000 | \$3,837.50 |

PROSPECTUS

Pricing Supplement Number: 4697

Dated March 29, 2006

Filed Pursuant to Rule 424(b)(3)

PROSPECTUS SUPPLEMENT

Dated November 29, 2007

Dated March 29, 2006

Registration Statement: No. 333-132807

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Floating Rate Notes)

| | |
|--|---|
| Issuer: | General Electric Capital Corporation |
| Ratings: | Aaa/AAA |
| Trade Date: | November 29, 2007 |
| Settlement Date (Original Issue Date): | December 6, 2007 |
| Maturity Date: | July 27, 2012 |
| Principal Amount: | US\$125,000,000 (plus accrued interest from and including October 29, 2007 to but excluding December 6, 2007) |
| Price to Public (Issue Price): | 99.02548% |
| Agents Commission: | 0.15% |
| All-in Price: | 98.87548% |
| Accrued Interest: | US\$683,555.35 |
| Net Proceeds to Issuer: | US\$124,277,905.35 (which includes accrued interest) |
| Interest Rate Basis (Benchmark): | |

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| | |
|----------------------------------|--|
| | LIBOR, as determined by LIBOR Telerate or any successor service thereof |
| Index Currency: | U.S. Dollars |
| Coupon: | Plus 0.17% |
| Re-Offer Spread (Plus or Minus): | LIBOR plus 0.40% |
| Index Maturity: | Three Months |
| Interest Payment Period: | Quarterly |
| Interest Payment Dates: | Quarterly on the 27 th day of each January, April, July and October, commencing January 28, 2008 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 |
| CUSIP: | 36962GR89 |
| ISIN: | US36962GR893 |
| Common Code: | 022603574 |

Investing in the Notes involves risks. See "Risk 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\$500,000,000 and US\$350,000,000 principal amount of Floating Rate Notes due July 27, 2012 as described in the Issuers pricing supplement numbers 4213 and 4372, dated July 22, 2005 and May 18, 2006, respectively.

Plan of Distribution:

The Notes are being purchased by the underwriter listed below (the "Underwriter"), as principal, at 99.02548% of the aggregate principal amount less an underwriting discount equal to 0.15% of the principal amount of the Notes.

| <u>Institution</u> | <u>Commitment</u> |
|--------------------------------|----------------------|
| Lead Manager: | |
| Banc of America Securities LLC | \$125,000,000 |
| Total | <u>\$125,000,000</u> |

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

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General

At September 30, 2007, the Company had outstanding indebtedness totaling \$461.381 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, 2007, excluding subordinated notes payable after one year, was equal to \$456.421 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> | | | | | <u>Nine Months</u> |
|-------------------------------|-------------|-------------|-------------|-------------|----------------------|
| | | | | | <u>Ended</u> |
| <u>2002</u> | <u>2003</u> | <u>2004</u> | <u>2005</u> | <u>2006</u> | <u>September 30,</u> |
| | | | | | <u>2007</u> |
| 1.43 | 1.77 | 1.87 | 1.70 | 1.64 | 1.56 |

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.