

GENERAL ELECTRIC CAPITAL CORP
Form FWP
March 15, 2006

Dated March 13, 2006
Filed Pursuant to Rule 433
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/Pricing Effective Time: | March 13, 2006 |
| Settlement Date (Original Issue Date): | March 16, 2006 |
| Maturity Date: | March 16, 2009 |
| Principal Amount: | US\$1,500,000,000 |
| Price to Public (Issue Price): | 100.000% |
| Agents' Commission: | 0.15% |
| All-in Price: | 99.85% |
| Net Proceeds to Issuer: | US\$1,497,750,000 |
| Interest Rate Basis (Benchmark): | LIBOR, as determined by LIBOR Telerate |
| Index Currency: | U.S. Dollars |
| Spread (plus or minus): | Plus 0.04% |
| Index Maturity: | Three Months |
| Index Payment Period: | Quarterly |
| Interest Payment Dates: | Quarterly on each March 16, June 16, September 16, December 16 of each year, ending on the Maturity Date |
| Initial Interest Rate: | To be determined two London Business Days prior to the Original Issue Date based on three months USD LIBOR plus 0.04% |
| 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: | 36962GV84 |
| Common Code: | To Be Provided |
| ISIN: | 36962GV846 |

Page 2

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Plan of Distribution:

The Notes are being purchased by the following financial institutions in their respective amounts (collectively, the [Underwriters]), as principal, at 100.000% of the aggregate principal amount of the Notes. The Underwriters have advised the Company that the Underwriters propose to offer the Notes for sale at the Re-offer Price referenced above.

| <u>Institution</u> | <u>Commitment</u> |
|------------------------------------|---------------------|
| Lead Managers: | |
| Credit Suisse Securities (USA) LLC | \$690,000,000 |
| J.P. Morgan Securities Inc. | \$690,000,000 |
| Co-Managers: | |
| Blaylock & Partners, L.P. | \$30,000,000 |
| Samuel A. Ramirez & Company, Inc. | \$30,000,000 |
| Utendahl Capital Partners, L.P. | \$30,000,000 |
| The Williams Capital Group, L.P. | <u>\$30,000,000</u> |
| Total | \$1,500,000,000 |

GE Capital Markets, Inc. will act as a sales agent in connection with the offering and will receive a fee from the underwriter equal to 0.046% 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.

Page 3

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Additional Information:

General

At December 31, 2005, the Company had outstanding indebtedness totaling \$355.885 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 December 31, 2005, excluding subordinated notes payable after one year, was equal to \$353.200 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>2001</u> | <u>2002</u> | <u>2003</u> | <u>2004</u> | <u>2005</u> | |
| 1.56 | 1.62 | 1.71 | 1.82 | 1.66 | |

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