

GENERAL ELECTRIC CAPITAL CORP
Form 424B3
June 21, 2004

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|-----------------------|---------------------------------------|
| PROSPECTUS | Pricing Supplement No. 4034 |
| Dated June 17, 2004 | Dated June 18, 2004 |
| PROSPECTUS SUPPLEMENT | Rule 424(b)(3)-Registration Statement |
| Dated June 18, 2004 | No.s 333-100527 and 333-114095 |

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Floating Rate Notes)

| | |
|---|----------------------|
| Trade Date: | June 17, 2004 |
| Settlement Date (Original Issue Date): | June 22, 2004 |
| Maturity Date: | June 22, 2007 |
| Principal Amount (in Specified Currency) | U.S.\$ 1,500,000,000 |
| Price to Public (Issue Price): | 100.00% |
| Agent's Discount or Commission: | 0.150% |
| Net Proceeds to Issuer (in Specified Currency): | U.S.\$ 1,497,750,000 |

Interest Rate

:

Interest Calculation:

n Regular Floating Rate

Inverse Floating Rate

Other Floating Rate

Interest Rate Basis: LIBOR

Index Currency: U.S. Dollars

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| | |
|-----------------------------------|--|
| Spread (Plus or Minus) | Plus 0.06% |
| Index Maturity: | Three Months |
| Spread Multiplier: | N/A |
| Index Maturity: | Quarterly |
| Maximum Interest Rate: | N/A |
| Minimum Interest Rate: | N/A |
| Interest Payment Period: | Quarterly |
| Interest Payment Dates: | Quarterly on each March 22 nd , June 22 nd , September 22 nd , and December 22 nd of each year, commencing September 22, 2004. |
| Initial Interest Rate: | To be determined two London Business Days prior to the Original Issue Date based on three month USD LIBOR plus 6 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. |

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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Clearance and Settlement

:

- DTC Only.

- 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.: K6962GJ54

ISIN: US36962GJ544

Common Code: H19524515

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

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

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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

Not listed on the Luxembourg Exchange

Plan of Distribution

:

The Notes are being purchased by the following financial institutions in their respective amounts (collectively, the "Underwriters"), as principal, at 100.00% 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 Managers | |
| : | |
| Banc of America Securities LLC | \$470,000,000 |
| HSBC Securities (USA) Inc. | \$470,000,000 |
| Merrill Lynch, Pierce, Fenner & Smith Incorporated | \$470,000,000 |
| Co-Managers | |
| : | |
| Blaylock & Partners, L.P. | \$30,000,000 |
| Loop Capital Markets, LLC | \$30,000,000 |
| The Williams Capital Group, L.P. | \$30,000,000 |
| Total | \$1,500,000,000 |

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