

GENERAL ELECTRIC CAPITAL CORP

Form 424B3

March 16, 2006

**PROSPECTUS**

May 17, 2005

**PROSPECTUS SUPPLEMENT**

August 24, 2005

Pricing Supplement Number 4326

Dated March 13, 2006

Filed Pursuant to Rule 424(b)(3)

Registration Statement No.

333-123085

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

|   |  |
|---|--|
| <b>Issuer:</b>                                | General Electric Capital Corporation   |
| <b>Ratings:</b>                               | Aaa/AAA  |
| <b>Trade Date/Pricing Effective Time:</b>     | March 13, 2006   |
| <b>Settlement Date (Original Issue Date):</b> | March 16, 2006   |
| <b>Maturity Date:</b>                         | March 16, 2009   |
| <b>Principal Amount:</b>                      | US\$1,500,000,000  |
| <b>Price to Public (Issue Price):</b>         | 100.000%   |
| <b>Agents' Commission:</b>                    | 0.15%  |
| <b>All-in Price:</b>                          | 99.85%   |
| <b>Net Proceeds to Issuer:</b>                | US\$1,497,750,000  |
| <b>Interest Rate Basis (Benchmark):</b>       | Federal Funds Open   |
| <b>Spread (plus or minus):</b>                | Plus 0.15%   |
| <b>Index Maturity:</b>                        | Overnight  |
| <b>Index Payment Period:</b>                  | Quarterly  |
| <b>Interest Payment Dates:</b>                | Quarterly on each March 16, June 16, September 16, December 16 of each year, ending on the Maturity Date   |
| <b>Initial Interest Rate:</b>                 | Described as in [Additional Terms-Interest] below  |
| <b>Interest Reset Periods and Dates:</b>      | Daily, on each Business Day provided that the Federal Funds Open Rate in effect for any day that is not a Business Day shall be the Federal Funds Open Rate in effect for the prior Business Day |
| <b>Day Count Convention:</b>                  | Actual/360   |
| <b>Denominations:</b>                         | Minimum of \$1,000 with increments of \$1,000 thereafter.  |
| <b>Call Notice Period:</b>                    | None   |
| <b>Put Dates (if any):</b>                    | None   |
| <b>Put Notice Period:</b>                     | None   |
| <b>CUSIP:</b>                                 | 3962GV76   |
| <b>Common Code:</b>                           | 024824616  |

**ISIN:**

36962GV762

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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> |
|------------------------------------|-------------------|
| <b>Lead Managers:</b>              |                   |
| Credit Suisse Securities (USA) LLC | \$690,000,000     |
| J.P. Morgan Securities Inc.        | \$690,000,000     |
| <b>Co-Managers:</b>                |                   |
| 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.   | \$30,000,000      |
| 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 underwriters 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.**

**Additional Terms:**

Interest

The interest rate applicable to each Interest Reset Period will equal the Federal Funds Open Rate (as defined below) plus the Spread set forth above.

The [Federal Funds Open Rate" for an Interest Determination Date will be the rate for that day under the heading "Federal Funds" for the relevant Index Maturity and opposite the caption "Open" as such rate is displayed on Moneyline Telerate Page 5.

If on a Calculation Date for an Interest Period such rate for an Interest Determination Date in that Interest Period does not appear on Moneyline Telerate Page 5, the rate for the Interest Determination Date will be the rate for that day displayed on FFPREBON Index page on Bloomberg which is the Fed Funds Opening Rate as reported by Prebon Yamane (or a successor) on Bloomberg.

Page 3  
 Pricing Supplement Number 4326  
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If on a Calculation Date for an Interest Period such rate for an Interest Determination Date in that Interest Period does not appear on Moneyline Telerate Page 5 or FFPREBON Index page on Bloomberg, the rate for such Interest Determination Date will be the arithmetic mean of the rates for the last transaction in overnight U.S. Dollar Federal Funds prior to 9.00 am, New York City time, on that day arranged by three brokers of Federal Funds transactions in New York City as selected by the Calculation Agent.

**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**

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