

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	\$100,000,000.00	\$10,700.00

PROSPECTUS

Pricing Supplement Number: 4502

Dated March 29, 2006

Filed Pursuant to Rule 424(b)(3)

PROSPECTUS SUPPLEMENT

Dated December 5, 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 5, 2006
Settlement Date (Original Issue Date):	December 8, 2006
Maturity Date:	August 2, 2012
Principal Amount:	US\$100,000,000.00
Price to Public (Issue Price):	100.096%
Agents Commission:	0.30%
All-in Price:	99.796%
Accrued Interest:	US\$550,063.00
Net Proceeds to Issuer:	US\$100,346,063.00
Interest Rate Basis (Benchmark):	LIBOR, as determined by LIBOR Telerate

Edgar Filing: GENERAL ELECTRIC CAPITAL CORP - Form 424B3

Index Currency:	U.S. Dollars
Coupon:	Plus 0.13%
Re-offer Spread (plus or minus):	Plus 0.11%
Index Maturity:	Three Months
Interest Payment Period:	Quarterly
Interest Payment Dates:	Quarterly on each February 2, May 2, August 2 and November 2 of each year, commencing February 2, 2007 and ending on the Maturity Date

Page 2

Dated December 5, 2006

Filed Pursuant to Rule 433

Registration Statement No. 333-132807

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.
CUSIP:	36962GX58
ISIN:	US36962GX586
Common Code:	N/A

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 Terms:

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\$300,000,000, principal amount of Floating Rate Notes due August 2, 2012 as described in the Issuers Pricing Supplement number 4403 dated July 26, 2006.

Plan of Distribution:

The Notes are being purchased by Lehman Brothers Inc. (the "Underwriter"), as principal, at the Issue Price of 100.096% of the aggregate principal amount less an underwriting discount equal to 0.30% 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.

Page 3

Dated December 5, 2006

Filed Pursuant to Rule 433

Registration Statement No. 333-132807

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.