

GENERAL ELECTRIC CAPITAL CORP

Form 424B3

February 08, 2007

Calculation of Registration Fee

| Title of Each Class of Securities Offered | Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|----------------------------------|----------------------------|
| Senior Unsecured Notes | \$1,500,000,000.00 | \$160,500.00 |

PROSPECTUS

Pricing Supplement Number: 4534

Dated March 29, 2006

Filed Pursuant to Rule 424(b)(3)

PROSPECTUS SUPPLEMENT

Dated February 6, 2007

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:

February 6, 2007

Settlement Date (Original Issue Date):

February 13, 2007

Maturity Date:

February 15, 2017

Principal Amount:

US \$1,500,000,000

Price to Public (Issue Price):

99.618%

Agents Commission:

0.300%

All-in Price:

99.318%

Accrued Interest:

N/A

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| | |
|-------------------------------|---|
| Net Proceeds to Issuer: | US \$1,489,770,000 |
| Treasury Benchmark: | 4.625% due November 15, 2016 |
| Treasury Yield: | 4.790% |
| Spread to Treasury Benchmark: | Plus 66 basis points |
| Re-Offer Yield: | 5.450 |
| Interest Rate Per Annum: | 5.400% |
| Interest Payment Dates: | Semi-annually on each February 15 and August 15 of each year, commencing on August 15, 2007 and ending on the Maturity Date |

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| | |
|-----------------------|---|
| Day Count Convention: | 30/360 |
| Denominations: | Minimum of \$1,000 with increments of \$1,000 thereafter. |
| CUSIP: | 36962G2G8 |
| ISIN: | TBD |
| Common Code: | TBD |

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.

Plan of Distribution:

The Notes are being purchased by the underwriters listed below (collectively, the "Underwriters"), as principal, at 99.618% of the aggregate principal amount less an underwriting discount equal to 0.30% of the principal amount of the Notes.

Institution

Commitment

Lead Managers:

| | |
|-----------------------------|---------------|
| Goldman, Sachs & Co. | \$475,000,000 |
| J.P. Morgan Securities Inc. | \$475,000,000 |
| Lehman Brothers Inc. | \$475,000,000 |

Co-Managers:

| | |
|----------------------------------|------------------------|
| Blaylock & Company, Inc. | \$22,500,000 |
| The Williams Capital Group, L.P. | \$22,500,000 |
| Samuel A. Ramirez & Co., Inc. | \$15,000,000 |
| Utendahl Capital Partners, L.P | \$15,000,000 |
| Total | <u>\$1,500,000,000</u> |

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

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Additional Information:

At September 30, 2006, the Company 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:

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| <u>Year Ended December 31</u> | | | | | Nine Months ended |
|-------------------------------|-------------|-------------|-------------|-------------|-------------------|
| | | | | | September 30, |
| <u>2001</u> | <u>2002</u> | <u>2003</u> | <u>2004</u> | <u>2005</u> | <u>2006</u> |
| 1.51 | 1.43 | 1.77 | 1.87 | 1.70 | 1.64 |

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.