

GENERAL ELECTRIC CAPITAL CORP

Form 424B3

December 14, 2005

PROSPECTUS

Dated May 17, 2005

PROSPECTUS SUPPLEMENT

Dated August 24, 2005

Pricing Supplement No. 4269

Dated December 12, 2005

Rule 424(b)(3)-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:	December 12, 2005
Settlement Date (Original Issue Date):	January 5, 2006
Maturity Date:	January 5, 2009
Principal Amount:	U.S.\$ 1,000,000,000
Price to Public (Issue Price):	100.00%
Agent's Commission:	0.150%
All-in Price:	99.85%
Accrued Interest:	None
Net Proceeds to Issue:	U.S.\$ 998,500,000
Interest Rate Basis:	LIBOR, as determined by LIBOR Telerate
Index Currency:	U.S. Dollars
Spread (Plus or Minus)	Plus 0.04%
Index Maturity:	Three Months
Interest Payment Period:	Quarterly
Interest Payment Dates:	Quarterly on each April 5, July 5, October 5, and January 5, ending on the Maturity Date

Edgar Filing: GENERAL ELECTRIC CAPITAL CORP - Form 424B3

Initial Interest Rate:	To be determined two London Business Days prior to the Original Issue Date based on three month 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:	36962GT79

(Floating Rate)

Page 2

Pricing Supplement No. 4269

Dated December 12, 2005

Rule 424(b)(3)-Registration

Statement

No. 333-123085

Additional Information:General

At September 30, 2005, the Company had outstanding indebtedness totaling \$344.022 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, 2005, excluding subordinated notes payable after one year was equal to \$341.143 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>2000</u>	<u>2001</u>	<u>2002</u>	<u>2003</u>	<u>2004</u>	<u>September 30, 2005</u>
	(Restated)	(Restated)	(Restated)	(Restated)	
1.52	1.73	1.66	1.86	1.89	1.82

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.

Plan of Distribution:

The Notes are being purchased by the following financial institutions in their respective amounts (collectively, the "Underwriters"), as principal, at 100% 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 Manager:		
	Citibank Capital Markets Inc.	\$400,000,000
	Goldman, Sachs & Co.	\$400,000,000
Co-Managers:		
	BNP Paribas	\$200,000,000
Total		\$1,000,000,000

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

CAPITALIZED TERMS USED HEREIN WHICH ARE DEFINED IN THE PROSPECTUS SUPPLEMENT SHALL HAVE THE MEANINGS ASSIGNED TO THEM IN THE PROSPECTUS SUPPLEMENT.

(Floating Rate)

Page 3

Pricing Supplement No. 4269

Dated December 12, 2005

Rule 424(b)(3)-Registration

Statement

No. 333-123085

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 EDGAR on 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 collect at 1- 212-723-6104 or Investor Communications of the issuer at 1-203-357-3950.
