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GENERAL ELECTRIC CAPITAL CORP
Form FWP
June 12, 2006

Dated June 9, 2006
Filed Pursuant to Rule 433
Registration Statement No. 333-132807

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(FIXED RATE NOTES)

ISSUER: General Electric Capital Corporation

RATINGS: Aaa/AAA

TRADE DATE: June 9, 2006

SETTLEMENT DATE (ORIGINAL ISSUE DATE): June 16, 2006

MATURITY DATE: June 15, 2046

PRINCIPAL AMOUNT: US\$ 500,000,000 (20 million notes)

PRICE TO PUBLIC (ISSUE PRICE): 100.00%

AGENTS COMMISSION: 3.15%

ALL-IN PRICE: 96.85%

COUPON 6.45%

RE-OFFER YIELD: 6.45%

NET PROCEEDS TO ISSUER: US\$ 484,250,000

INTEREST RATE PER ANNUM: 6.45%

INTEREST PAYMENT DATES: Quarterly on the 15th day of each September, December, March and June of each year, commencing on September 15, 2006 and ending on the Maturity Date.

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INITIAL REDEMPTION DATE: June 15, 2011 (See "Additional Terms-Optional Redemption" below)

DAY COUNT CONVENTION: 30/360

DENOMINATIONS: \$25

CALL DATES: Any time on or after June 15, 2011, upon not

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less than 30 nor more than 60 days' notice

PUT DATES (IF ANY): Not Applicable
PUT NOTICE PERIOD: Not Applicable
LISTING: New York Stock Exchange
CUSIP: 369622 47 7

ADDITIONAL TERMS:

INTEREST:

Interest on the Notes will accrue from and including June 15, 2006 and will be payable in U.S. Dollars quarterly on each September 15, December 15, March 15 and June 15, commencing on September 15, 2006 and ending on the Maturity Date or date of earlier redemption (each, an "Interest Payment Date"). Thereafter, interest will accrue from and including each Interest Payment Date to but excluding the next succeeding Interest Payment Date. In the event an Interest Payment Date, date of earlier redemption or the Maturity Date falls on a day other than a Business Day, principal and/or interest will be paid on the next succeeding Business Day and no interest on such payment shall accrue for the period from and after such Interest Payment Date, date of earlier redemption or Maturity Date to such next succeeding Business Day.

OPTIONAL REDEMPTION:

The Company may at its option elect to redeem the Notes in whole or in part, at any time on or after June 15, 2011, upon not less than 30 nor more than 60 days' notice, at a redemption price equal to 100% of the principal amount redeemed plus accrued and unpaid interest to the redemption date.

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PLAN OF DISTRIBUTION:

The Notes are being purchased by the following institutions (collectively, "the Underwriters"), as principal, at the Issue Price of 100.000% of the aggregate principal amount less an underwriting discount equal to 0.52% of the principal amount of the Notes.

| Underwriter ----- | Principal Amount of Notes ----- |
|---|------------------------------------|
| Merrill Lynch, Pierce, Fenner & Smith Incorporated | \$ 85,000,150 |
| Citigroup Global Markets Inc. | 85,000,000 |
| Morgan Stanley & Co. Incorporated | 85,000,000 |
| UBS Securities LLC | 85,000,000 |
| Wachovia Capital Markets, LLC | 85,000,000 |
| Banc of America Securities LLC | 1,904,750 |
| Bear, Stearns & Co. Inc. | 1,904,750 |
| Blaylock & Company, Inc | 1,904,750 |
| H&R Block Financial Advisors, Inc. | 1,904,750 |

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| | |
|--|-----------|
| Credit Suisse Securities (USA) LLC | 1,904,750 |
| Deutsche Bank Securities Inc. | 1,904,750 |
| A.G. Edwards & Sons, Inc. | 1,904,750 |
| Goldman, Sachs & Co. | 1,904,750 |
| HSBC Securities (USA) Inc. | 1,904,750 |
| KeyBanc Capital Markets, a division of McDonald Investments Inc. | 1,904,750 |
| Lehman Brothers Inc. | 1,904,750 |
| J.P. Morgan Securities Inc. | 1,904,750 |
| Oppenheimer & Co. Inc. | 1,904,750 |
| Piper Jaffray & Co. | 1,904,750 |
| RBC Dain Rauscher Inc. | 1,904,750 |
| Samuel A. Ramirez & Co., Inc. | 1,904,750 |
| Charles Schwab & Co., Inc. | 1,904,750 |
| TD Ameritrade, Inc. | 1,904,750 |
| Utendahl Capital Partners, L.P. | 1,904,750 |
| Wells Fargo Securities, LLC | 1,904,750 |
| The Williams Capital Group, L.P. | 1,904,750 |
| Robert W. Baird & Co. Incorporated | 1,296,300 |
| William Blair & Company, L.L.C. | 1,296,300 |
| Crowell, Weedon & Co. | 1,296,300 |
| D.A. Davidson & Co. | 1,296,300 |
| Davenport & Company LLC | 1,296,300 |
| Doley Securities, LLC. | 1,296,300 |
| Ferris, Baker Watts, Incorporated | 1,296,300 |
| Fifth Third Securities, Inc. | 1,296,300 |
| Fixed Income Securities, LP | 1,296,300 |
| Guzman & Company | 1,296,300 |

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| Underwriter, Continued | Principal Amount of Notes |
|--|---------------------------|
| ----- | ----- |
| J.J.B. Hilliard, W.L. Lyons, Inc. | 1,296,300 |
| Jackson Securities LLC | 1,296,300 |
| Janney Montgomery Scott LLC | 1,296,300 |
| C. L. King & Associates, Inc. | 1,296,300 |
| LaSalle Financial Services, Inc. | 1,296,300 |
| Loop Capital Markets, LLC | 1,296,300 |
| Mesirow Financial, Inc. | 1,296,300 |
| Morgan Keegan & Company, Inc. | 1,296,300 |
| Raymond James & Associates, Inc. | 1,296,300 |
| Ryan Beck & Co., Inc. | 1,296,300 |
| SBK-Brooks Investments Corp | 1,296,300 |
| Muriel Siebert & Co., Inc. | 1,296,300 |
| Southwest Securities, Inc. | 1,296,300 |
| Stifel, Nicolaus & Company, Incorporated | 1,296,300 |
| SunTrust Capital Markets, Inc. | 1,296,300 |
| Toussaint Capital Partners, LLC | 1,296,300 |
| Wedbush Morgan Securities Inc. | 1,296,300 |
| ===== | ===== |
| TOTAL | \$500,000,000 |

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THE COMPANY HAS AGREED TO INDEMNIFY THE UNDERWRITERS AGAINST CERTAIN LIABILITIES, INCLUDING LIABILITIES UNDER THE SECURITIES ACT OF 1933, AS AMENDED.

ADDITIONAL INFORMATION:

GENERAL

At March 31, 2006, the Company had outstanding indebtedness totaling \$359.920 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 March 31, 2006, excluding subordinated notes payable after one year, was equal to \$357.254 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:

| | YEAR ENDED DECEMBER 31, ----- | | | | | Three Months ended March 31, |
|--|----------------------------------|------|------|------|------|---------------------------------|
| | 2001 | 2002 | 2003 | 2004 | 2005 | 2006 |
| | ---- | ---- | ---- | ---- | ---- | ---- |
| | 1.56 | 1.62 | 1.71 | 1.82 | 1.66 | 1.63 |

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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

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 on the SEC Web site at www.sec.gov. Alternatively, the issuer, the underwriters or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Merrill Lynch, Pierce, Fenner & Smith Incorporated at 866-500-5408 or Investor Communications of the issuer at 1-203-357-3950.