

GENERAL ELECTRIC CAPITAL CORP
Form FWP
April 25, 2006

Dated April 25, 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/Pricing Effective
Time: April 25, 2006

Settlement Date (Original Issue
Date): April 28, 2006

Maturity Date: April 28, 2011

Principal Amount: US\$1,250,000,000

Price to Public (Issue Price): 99.866%

Agents Commission: 0.250%

Net Proceeds to Issuer: \$1,245,200,000

All-in Price: 99.616%

Accrued Interest: N/A

Treasury Benchmark: 4.750% due March 31, 2011

Treasury Yield: 4.966%

Spread to Treasury Benchmark:
Plus 56.5 basis points

Re-Offer Yield: 5.531%

Interest Rate Per Annum: 5.500%

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Interest Payment Dates: Semi-Annually on April 28 and October 28 of each year, commencing October 28, 2006 and ending on the Maturity Date

Day Count Convention: 30/360

Denominations: Minimum of \$1,000 with increments of \$1,000 thereafter

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Call Dates (if any): N/A

Call Notice Period: N/A

Put Dates (if any): N/A

Put Notice Period: N/A

CUSIP: 36962GW59

ISIN (if applicable): US36962GW596

Common Code: (if applicable): TBD

Other: N/A

Plan of Distribution:

The Notes are being purchased by the following institutions (collectively, "the Underwriters"), as principal, at the Issue Price of 99.866% of the aggregate principal amount less an underwriting discount equal to 0.25% of the principal amount of the Notes.

Institution

Commitment

Lead Managers:

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Banc of America Securities LLC \$281,250,000

Lehman Brothers, Inc. \$281,250,000

J.P. Morgan Securities Inc. \$281,250,000

Morgan Stanley & Co. Incorporated \$281,250,000

Co-Managers:

Blaylock & Partners, L.P. \$31,250,000

Samuel A. Ramirez & Company, Inc. \$37,500,000

Utendahl Capital Partners, L.P. \$31,250,000

Williams Capital Group L.P. \$25,000,000

Total \$1,250,000,000

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:

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.

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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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 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 Banc of America Securities LLC collect at 1-800-294-1322 (or you may e-mail a request to dg.prospectus_distribution@bofasecurities.com), J.P. Morgan Securities Inc. collect at 1-212-834-4533, **Lehman Brothers Inc. toll-free at 1-888-603-5847, Morgan Stanley & Co. Incorporated collect at 1-866-718-1649 or Investor Communications of the issuer at 1-203-357-3950.**