

GENERAL ELECTRIC CAPITAL CORP

Form 424B3

August 18, 2006

PROSPECTUS

Pricing Supplement Number: 4419

Dated March 29, 2006

Filed Pursuant to Rule 424(b)(3)

PROSPECTUS SUPPLEMENT

Dated August 16, 2006

Dated March 29, 2006

Registration Statement

No. 333-132807

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES

(Fixed Rate Notes)

Issuer: General Electric Capital Corporation

Ratings: Aaa/AAA

Trade Date/Pricing Effective Time: August 16, 2006 / 1:00 p.m.

Settlement Date (Original Issue Date): August 22, 2006

Maturity Date: August 22, 2011

Principal Amount: US\$ 600,000,000

Price to Public (Issue Price): 100.00%

Agents Commission: 0.25%

Selling Concession: 0.15%

All-in Price: 99.75%

Interest Rate Per Annum: 5.72 %

Treasury Benchmark: 4.875% due July 31, 2011

Treasury Yield: 4.800%

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Re-Offer Yield: 5.72% (UST 4.875% due July 31, 2011 + 92bps)  
Net Proceeds to Issuer: US\$ 598,500,000  
Interest Payment Dates: Semi-annually on the 22<sup>nd</sup> day of each January and July of each year, commencing on January 22, 2007

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Initial Redemption Date: January 22, 2009 (See "Additional Terms-Optional Redemption" below)

Day Count Convention: 30/360

Denominations: Minimum of \$1000 and in increments of \$1000 thereafter

Redemption Dates: January 22, 2009 and on each Interest Payment Date thereafter, with no more than 60 nor less than 30 calendar days notice. See "Optional Redemption" below

Repayment Dates (if any): Not Applicable

Repayment Notice Period: Not Applicable

CUSIP: 36962GX82

ISIN: US36962GX826

Common Code: 026564956

Additional Terms:

*Interest:*

Interest on the Notes will accrue from and including August 22, 2006 and will be payable in U.S. Dollars semi-annually on each January 22 and July 22, commencing on January 22, 2007 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, on January 22, 2009 and on each Interest Payment Date thereafter (the "Optional Redemption Date") at 100% of their principal amount plus accrued interest to but excluding the date of redemption. In the event the Company elects to redeem the Notes, notice will be given to registered holders not more than 60 nor less than 30 calendar days prior to the Optional Redemption Date.

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Plan of Distribution:

The Notes are being purchased by Merrill Lynch, Pierce, Fenner & Smith Incorporated (the "Underwriter"), as principal, at the Issue Price of 100.000% of the aggregate principal amount less an underwriting discount equal to 0.25% of the principal amount of the Notes.

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

Additional Information:

At June 30, 2006, the Company had outstanding indebtedness totaling \$382.374 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 June 30, 2006, excluding subordinated notes payable after one year, was equal to \$379.581 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> |             |             |             |             | Six Months ended |
|-------------------------------|-------------|-------------|-------------|-------------|------------------|
|                               |             |             |             |             | June 30,         |
| <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 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.