

GENERAL ELECTRIC CAPITAL CORP

Form 424B3

December 08, 2005

**PROSPECTUS**

Dated May 17, 2005

**PROSPECTUS SUPPLEMENT**

Dated August 24, 2005

Pricing Supplement No. 4263

Dated December 8, 2005

Rule 424(b)(3)-Registration Statement

No. 333-123085

**GENERAL ELECTRIC CAPITAL CORPORATION**  
**GLOBAL MEDIUM-TERM NOTES, SERIES A**  
(Floating Rate Notes)

|   |  |
|---|--|
| <b>Issuer:</b>                                | General Electric Capital Corporation   |
| <b>Ratings:</b>                               | Aaa/AAA  |
| <b>Trade Date:</b>                            | December 8, 2005   |
| <b>Settlement Date (Original Issue Date):</b> | December 12, 2005  |
| <b>Maturity Date:</b>                         | December 12, 2008  |
| <b>Principal Amount:</b>                      | U.S.\$ 400,000,000   |
| <b>Price to Public (Issue Price):</b>         | 100.00 %   |
| <b>Agent's Commission:</b>                    | 0.150%   |
| <b>All-in Price:</b>                          | 99.85%   |
| <b>Accrued Interest:</b>                      | None   |
| <b>Net Proceeds to Issuer:</b>                | U.S.\$ 399,400,000   |
| <b>Interest Rate Basis:</b>                   | LIBOR, as determined by LIBOR Telerate   |
| <b>Index Currency:</b>                        | U.S. Dollars   |
| <b>Spread (Plus or Minus)</b>                 | Plus 0.04%   |
| <b>Index Maturity:</b>                        | One Month  |
| <b>Interest Payment Period:</b>               | Monthly  |
| <b>Interest Payment Dates:</b>                | Monthly on each January 12, February 12, March 12, April 12, May 12, June 12, July 12, August 12, September 12, October 12, November 12 and December 12, ending on the Maturity Date |
| <b>Initial Interest Rate:</b>                 | To be determined two London Business Days prior to the Original Issue Date based on one month USD LIBOR plus 0.04%   |
| <b>Interest Reset Periods and Dates:</b>      | Monthly on each Interest Payment Date  |
| <b>Interest Determination Dates:</b>          | Monthly, two London Business Days prior to each Interest Reset Date  |
| <b>Day Count Convention:</b>                  | Actual/360   |
| <b>Denominations:</b>                         | Minimum of \$1,000 with increments of \$1,000 thereafter   |
| <b>Redemption Dates:</b>                      | None   |
| <b>Put Dates:</b>                             | None   |
| <b>Settlement:</b>                            | DTC  |
| <b>CUSIP:</b>                                 | 36962GT61  |

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(Floating Rate)

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**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>December</u>   |             |             | Nine Months          |
|-------------|-------------|-------------------|-------------|-------------|----------------------|
|             |             | <u>Year Ended</u> | <u>31,</u>  |             | Ended                |
| <u>2000</u> | <u>2001</u> | <u>2002</u>       | <u>2003</u> | <u>2004</u> | <u>September 30,</u> |
|             | (Restated)  | (Restated)        | (Restated)  | (Restated)  | <u>2005</u>          |
| 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 J.P. Morgan Securities Inc. (the "Underwriter"), as principal, at 100.00% of the aggregate principal amount less an underwriting discount equal to 0.15% of the principal amount of the Notes. GE Capital Markets, Inc. will act as a sales agent in connection with the offering and will receive a fee from the underwriter equal to .075% 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.

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