

GENERAL ELECTRIC CAPITAL CORP

Form 424B3

October 26, 2006

calculation of registration fee

Title of Each Class of Securities Offered	Maximum Aggregate Offering Price	Amount of Registration Fee
Senior Unsecured Notes	\$700,000,000.00	\$74,900.00

PROSPECTUS

Pricing Supplement Number: 4464

Dated March 29, 2006

Filed Pursuant to Rule 424(b)(3)

PROSPECTUS SUPPLEMENT

Dated October 24, 2006

Dated March 29, 2006

Registration Statement: No. 333-132807

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Senior Unsecured Fixed Rate Notes)

Issuer:

General Electric Capital Corporation

Ratings:

Aaa/AAA

Trade Date:

October 24, 2006

Settlement Date (Original Issue Date):

October 27, 2006

Maturity Date:

October 27, 2009

Principal Amount:

US\$700,000,000

Price to Public (Issue Price):

99.855%

Agents Commission:

0.15%

All-in Price:

99.705%

Accrued Interest:

N/A

Net Proceeds to Issuer:

US\$697,935,000

Edgar Filing: GENERAL ELECTRIC CAPITAL CORP - Form 424B3

Treasury Benchmark: 4.875% due August 15, 2009

Treasury Yield: 4.851%

Spread to Treasury Benchmark: Plus 0.452%

Re-offer Yield:
5.303%

Interest Rate Per Annum: 5.250%

Page 2

Filed Pursuant to Rule 424(b)(3)

Dated October 24, 2006

Registration Statement No. 333-132807

Interest Payment Dates: Semi-Annually on April 27 and October 27 of each year, commencing April 27, 2007 and ending on the Maturity Date

Day Count Convention: 30/360

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

CUSIP: 36962GZ31

ISIN: N/A

Common Code: N/A

Investing in the Notes involves risks. See "Risk of Foreign Currency Notes and Indexed Notes" on page 2 of the accompanying prospectus supplement and "Risk Factors" on page 2 of the accompanying prospectus.

Plan of Distribution:

The Notes are being purchased by the underwriters listed below (collectively, the "Underwriters"), as principal, at 99.855% of the aggregate principal amount less an underwriting discount equal to 0.15% of the principal amount of the Notes.

Institution

Commitment

Lead Managers:

J.P. Morgan Securities Inc. \$350,000,000

Lehman Brothers Inc. \$350,000,000

Total \$700,000,000

GE Capital Markets, Inc. will act as a sales agent in connection with the offering and will receive a fee from the underwriters equal to 0.05% of the principal amount of the notes.

The Company has agreed to indemnify the Underwriters 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.

Page 3

Filed Pursuant to Rule 424(b)(3)

Dated October 24, 2006

Registration Statement No. 333-132807

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>					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.