

GENERAL ELECTRIC CAPITAL CORP
Form 424B3
January 30, 2008

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities Offered | Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|----------------------------------|----------------------------|
| Senior Unsecured Notes | \$2,400,000,000 | \$94,320.00 |

PROSPECTUS

Pricing Supplement Number: 4731

Dated March 29, 2006

Filed Pursuant to Rule 424(b)(3)

PROSPECTUS SUPPLEMENT

Dated January 29, 2008

Dated March 29, 2006

Registration Statement: No. 333-132807

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Senior Unsecured Floating Rate Notes)

| | |
|--|---------------------------------------|
| Issuer: | General Electric Capital Corporation |
| Ratings: | Aaa/AAA |
| Trade Date: | January 29, 2008 |
| Settlement Date (Original Issue Date): | February 1, 2008 |
| Maturity Date: | February 1, 2011 |
| Principal Amount: | US\$2,400,000,000 |
| Price to Public (Issue Price): | 99.7855% |
| Agents Commission: | 0.090% |
| All-in Price: | 99.6955% |
| Accrued Interest: | N/A |
| Net Proceeds to Issuer: | US\$2,392,692,000 |
| Interest Rate Basis (Benchmark): | LIBOR, as determined by LIBOR Reuters |
| Index Currency: | U.S. Dollars |

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Spread (plus or minus): Plus 0.450%

Index Maturity: Three Months

Interest Payment Period: Quarterly

Interest Payment Dates: Quarterly on the 1st day of each February, May, August, and November, commencing May 1st, 2008 and ending on the Maturity Date

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Initial Interest Rate: To be determined two London Business Days prior to the Original Issue Date

Interest Reset Periods and Dates: Quarterly on each Interest Payment Date

Interest Determination Date: Quarterly, two London Business Days prior to each Interest Reset Date

Day Count Convention: Actual/360

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

CUSIP: 36962G3Q5

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 99.7855% of the aggregate principal amount less an underwriting discount equal to 0.090% of the principal amount of the Notes.

Institution

Commitment

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Lead Managers:

| | |
|--|-------------------------|
| Banc of America Securities LLC | \$420,000,000 |
| Citigroup Global Markets Inc. | \$420,000,000 |
| Deutsche Bank Securities Inc. | \$420,000,000 |
| Merrill Lynch, Pierce, Fenner & Smith Incorporated | \$720,000,000 |
| Morgan Stanley & Co. Incorporated | \$420,000,000 |
| Total | <u>\$ 2,400,000,000</u> |

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 September 30, 2007, the Company had outstanding indebtedness totaling \$480.041 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, 2007, excluding subordinated notes payable after one year, was equal to \$471.656 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

Nine Months
Ended

| <u>2002</u> | <u>2003</u> | <u>2004</u> | <u>2005</u> | <u>2006</u> | <u>September 30,</u> <u>2007</u> |
|-------------|-------------|-------------|-------------|-------------|-------------------------------------|
| 1.43 | 1.77 | 1.87 | 1.70 | 1.64 | 1.56 |

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.