

GENERAL ELECTRIC CAPITAL CORP
Form 424B3
December 28, 2005

PROSPECTUS
Dated May 17, 2005

PROSPECTUS SUPPLEMENT
Dated August 24, 2005

Pricing Supplement No. 4277
Dated December 28, 2005
Rule 424(b)(3)-Registration
Statement
No. 333-123085

**GENERAL ELECTRIC CAPITAL CORPORATION
GLOBAL MEDIUM-TERM NOTES, SERIES A**

(Floating Rate Notes)

| | |
|---|---|
| Issuer: | General Electric Capital Corporation |
| Ratings: | Aaa/AAA |
| Trade Date: | December 28, 2005 |
| Settlement Date (Original Issue Date): | December 30, 2005 |
| Maturity Date: | December 29, 2006 |
| Principal Amount: | U.S.\$ 600,000,000 |
| Price to Public (Issue Price): | 100.00% |
| Agent's Commission: | 0.00% |
| All-in Price: | 100.00% |
| Accrued Interest: | None |
| Net Proceeds to Issuer: | U.S.\$ 600,000,000 |
| Interest Rate Basis: | LIBOR, as determined by LIBOR Telerate |
| Index Currency: | U.S. Dollars |
| Spread (Plus or Minus) | Minus 0.04% |
| Index Maturity: | One Month |
| Interest Payment Period: | Monthly |
| Interest Payment Dates: | January 30, 2006, February 28, 2006, March 30, 2006, April 30, 2006, May 30, 2006, June 30, 2006, July 30, 2006, August 30, 2006, September 30, 2006, |

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October 30, 2006, November 30, 2006 and December 29, 2006

Initial Interest Rate:

To be determined two London Business Days prior to the Original Issue

Date based on one month USD LIBOR minus 0.04%

Interest Reset Periods and Dates:

Monthly on each Interest Payment Date

Interest Determination Dates:

Monthly, 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

Redemption Dates:

None

Put Dates:

None

Settlement:

DTC

CUSIP:

36962GU36

(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:

| Year Ended December 31, | | | | | Nine Months Ended September 30, 2005 |
|-------------------------|------------|------------|------------|------------|---|
| 2000 | 2001 | 2002 | 2003 | 2004 | |
| | (Restated) | (Restated) | (Restated) | (Restated) | |
| 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:

GE Capital Markets, Inc. is acting as Agent in connection with the distribution of the Notes. The Agent will receive a selling commission equal to 0.00% 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.