

GENERAL ELECTRIC CAPITAL CORP

Form 424B3

June 16, 2006

PROSPECTUS P r i c i n g
 Supplement No.
 4391

March 29, 2006 Dated June 15,
 2006

P R O S P E C T U S Filed Pursuant to
S U P P L E M E N T Rule 424(b)(3)

March 29, 2006 R e g i s t r a t i o n
 Statement No.
 333-132807

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Floating Rate Notes)

Issuer: General Electric Capital Corporation

Ratings: Aaa/AAA

Trade Date: June 15, 2006

Settlement Date (Original Issue
Date): June 20, 2006

Maturity Date: May 10, 2010

Principal Amount: US\$250,000,000

Price to Public (Issue Price): 99.9746%

Agents Commission: 0.20%

All-in Price: 99.7746%

Accrued Interest: US\$1,486,250

Net Proceeds to Issuer: US\$250,922,750

Interest Rate Basis LIBOR, as determined by LIBOR Telerate

(Benchmark):

Index Currency: U.S. Dollars

Coupon: LIBOR plus 0.06%

Re-Offer Spread (plus or minus): Plus 0.06%

Index Maturity: Three Months

Index Payment Period: Quarterly

Interest Payment Dates: Quarterly on each February 10, May 10, August 10, and November 10 of each year, commencing August 10, 2006 and ending on the Maturity Date

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Initial Interest Rate: To be determined two London Business days prior to each Interest Reset Date

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

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

CUSIP: 36962GW83

ISIN: US36962GW836

Common Code: 025409809

Additional Information:

Reopening of Issue

The Notes are intended to be fully fungible and be consolidated and form a single issue for all purposes with the Issuers issue of US\$500,000,000 and US\$500,000,000 principal amount of Floating Rate Notes due May 10, 2010 as described in the Issuers pricing supplement number 4353 dated May 4, 2006 and pricing supplement number 4367 dated May 15, 2006, respectively.

Plan of Distribution:

The Notes are being purchased by Blaylock & Company, Inc. and J.P. Morgan Securities Inc. (the "Underwriters"), as principal, at 99.9746% of the aggregate principal amount less an underwriting discount equal to 0.20% of the principal amount of the Notes.

| <u>Institution</u> | <u>Commitment</u> |
|-----------------------------|----------------------|
| Lead Managers: | |
| Blaylock & Company, Inc | \$25,000,000 |
| J.P. Morgan Securities Inc. | \$225,000,000 |
| Total | <u>\$250,000,000</u> |

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

Additional Information:

At March 31, 2006, the Company had outstanding indebtedness totaling \$359.920 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 March 31, 2006, excluding subordinated notes payable after one year, was equal to \$357.254 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>Year Ended December 31</u> | | | | | Three Months ended |
|-------------------------------|-------------|-------------|-------------|-------------|-----------------------|
| | | | | | March 31, |
| <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 | 1.63 |

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.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting the SEC Web site at

.www.sec.gov. the issuer or the underwriter(s) participating in the offering will arrange to send you the prospectus if you request it by calling Blaylock & Company, Inc. at 212-715-3313 or Investor Communications of the issuer at 1-203-357-3950.