

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 | \$1,750,000,000.00 | \$187,250.00 |

PROSPECTUS

Pricing Supplement Number: 4461

Dated March 29, 2006

Filed Pursuant to Rule 424(b)(3)

PROSPECTUS SUPPLEMENT

Dated October 23, 2006

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:

October 23, 2006

Settlement Date (Original Issue Date):

October 26, 2006

Maturity Date:

October 26, 2009

Principal Amount:

US\$1,750,000,000

Price to Public (Issue Price):

100.000%

Agents Commission:

0.15%

All-in Price:

99.850%

Accrued Interest:

N/A

Net Proceeds to Issuer:

US\$1,747,375,000

Interest Rate Basis

Federal Funds Open

(Benchmark):

| | |
|--------------------------|--|
| Index Currency: | U.S. Dollars |
| Spread (plus or minus): | Plus 0.13% |
| Index Maturity: | Overnight |
| Interest Payment Period: | Quarterly |
| Interest Payment Dates: | Quarterly on each January 26, April 26, July 26 and October 26 of each year, commencing January 26, 2007 and ending on the Maturity Date |

Page 2

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| | |
|-----------------------------------|--|
| Initial Interest Rate: | Described as in "Additional Terms-Interest" below |
| Interest Reset Periods and Dates: | Daily, on each Business Day provided that the Federal Funds Open Rate in effect for any day that is not a Business Day shall be the Federal Funds Open Rate in effect for the prior Business Day |
| Interest Determination Dates: | On each Interest Reset Date. See "Additional Terms-Interest" below. |
| Day Count Convention: | Actual/360 |
| Denominations: | Minimum of \$1,000 with increments of \$1,000 thereafter. |
| CUSIP: | 36962GY99 |
| 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.

Additional Terms:

Interest

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The interest rate applicable to each Interest Reset Period will equal the Federal Funds Open Rate (as defined below) plus the Spread set forth above.

The "Federal Funds Open Rate" for an Interest Determination Date will be the rate for that day under the heading "Federal Funds" for the relevant Index Maturity and opposite the caption "Open" as such rate is displayed on Moneyline Telerate Page 5.

If on a Calculation Date for an Interest Period such rate for an Interest Determination Date in that Interest Period does not appear on Moneyline Telerate Page 5, the rate for the Interest Determination Date will be the rate for that day displayed on FFPREBON Index page on Bloomberg which is the Fed Funds Opening Rate as reported by Prebon Yamane (or a successor) on Bloomberg.

Page 3

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Registration Statement No. 333-132807

If on a Calculation Date for an Interest Period such rate for an Interest Determination Date in that Interest Period does not appear on Moneyline Telerate Page 5 or FFPREBON Index page on Bloomberg, the rate for such Interest Determination Date will be the arithmetic mean of the rates for the last transaction in overnight U.S. Dollar Federal Funds prior to 9.00 am, New York City time, on that day arranged by three brokers of Federal Funds transactions in New York City as selected by the Calculation Agent.

Plan of Distribution:

The Notes are being purchased by the underwriters listed below (collectively, the "Underwriters"), as principal, at 100.000% 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. \$840,000,000

Lehman Brothers Inc. \$840,000,000

Co-managers:

| | |
|-----------------------------------|--------------|
| Blaylock & Company, Inc. | \$17,500,000 |
| Samuel A. Ramirez & Company, Inc. | \$17,500,000 |
| Utendahl Capital Group, L.L.C. | \$17,500,000 |
| The Williams Capital Group, L.P. | \$17,500,000 |

Total \$1,750,000,000

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 0.048% 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 4

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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:

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| <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.