

GENERAL ELECTRIC CAPITAL CORP

Form 424B3

February 03, 2005

PROSPECTUS

Pricing Supplement No. 4136

Dated June 17, 2004

Dated February 2, 2005

PROSPECTUS SUPPLEMENT

Rule 424(b)(3)-Registration Statement

Dated June 18, 2004

No. 333-114095

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Floating Rate Notes)

| | |
|---|--|
| Trade Date: | February 2, 2005 |
| Settlement Date (Original Issue Date): | February 4, 2005 |
| Maturity Date: | September 15, 2014 |
| Principal Amount (in Specified Currency) | U.S.\$ 70,000,000 |
| Price to Public (Issue Price): | 100.3232% (Plus accrued interest from and including December 15, 2004 to but excluding February 4, 2005) |
| Agent's Discount or Commission: | 0.400% |
| Net Proceeds to Issuer (in Specified Currency): | U.S.\$ 69,946,240 (Plus accrued interest from and including December 15, 2004 to but excluding February 4, 2005) |

Interest Rate

:

Interest Calculation:

n Regular Floating Rate

Inverse Floating Rate

Other Floating Rate

Interest Rate Basis:

LIBOR

Index Currency:

U.S. Dollars

Spread (Plus or Minus)

Plus 0.26%

Index Maturity:

Three Months

Spread Multiplier:

N/A

Index Maturity:

Quarterly

Maximum Interest Rate:

N/A

Minimum Interest Rate:

N/A

Interest Payment Period:

Quarterly

Interest Payment Dates:

Quarterly on each March 15th, June 15th, September 15th and December 15th of each year, commencing March 15, 2005.

Initial Interest Rate:

To be determined two London Business Days prior to the Original Issue Date based on three month USD LIBOR plus 26 basis points.

Interest Reset Periods and Dates:

Quarterly on each Interest Payment Date.

Interest Determination Dates:

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

CAPITALIZED TERMS USED IN THIS PRICING SUPPLEMENT WHICH ARE DEFINED IN THE PROSPECTUS SUPPLEMENT SHALL HAVE THE MEANINGS ASSIGNED TO THEM IN THE PROSPECTUS SUPPLEMENT.

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Clearance and Settlement

:

- DTC Only.

- DTC global (including through its indirect participants Euroclear and Clearstream, Luxembourg as described under "Global Clearance and Settlement Procedures" in the accompanying Prospectus Supplement).

- DTC and Euroclear/Clearstream, Luxembourg (as described under "Description of Notes - General - *Special Provisions Relating to Certain Foreign Currency Notes*" in the accompanying Prospectus Supplement).

- Euroclear and Clearstream, Luxembourg only.

CUSIP No.: K6962GK94

ISIN: US36962GK948

Common Code: H20149493

Repayment, Redemption and Acceleration

Optional Repayment Date(s): N/A

Initial Redemption Date: N/A

Initial Redemption Percentage: N/A

Annual Redemption Percentage Reduction: N/A

Modified Payment Upon Acceleration: N/A

Original Issue Discount

:

Amount of OID: N/A

Yield to Maturity: N/A

Interest Accrual Date: N/A

Initial Accrual Period OID: N/A

Amortizing Notes

:

Amortization Schedule: N/A

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Dual Currency Notes

:

Face Amount Currency: N/A

Optional Payment Currency: N/A

Designated Exchange Rate: N/A

Option Value Calculation Agent: N/A

Option Election Date(s): N/A

Indexed Notes

:

Currency Base Rate: N/A

Determination Agent: N/A

Listing:

Listed on the Luxembourg Exchange

Not listed on the Luxembourg Exchange

Reopening of Issue:

The Notes are intended to be fully fungible and be consolidated and form a single issue for all purposes with the company's issue of US\$ 750,000,000 Floating Rate Notes due September 15, 2014 as described in the company's pricing supplement number 4063 dated September 14, 2004 as amended, on September 16, 2004 and with the company's issue of US\$ 100,000,000 Floating Rate Notes Due September 15, 2014, as described in the company's pricing supplement number 4133 dated January 31, 2005.

Additional Information

:

General.

At September 30, 2004, the Company had outstanding indebtedness totaling \$320.210 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, 2004, excluding subordinated notes payable after one year was equal to \$319.393 billion.

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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:

| <u>Year Ended December 31</u> | | | | | <u>Nine Months Ended</u> |
|-------------------------------|-------------|-------------|-------------|-------------|---------------------------|
| | | | | | <u>September 30, 2004</u> |
| <u>1999</u> | <u>2000</u> | <u>2001</u> | <u>2002</u> | <u>2003</u> | |
| 1.60 | 1.52 | 1.72 | 1.65 | 1.86 | 1.85 |

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

:

The Notes are being purchased by the following financial institutions in their respective amounts set forth below (collectively, the "Underwriters"), as principal, at 100.3232% of the aggregate principal amount less an underwriting discount equal to 0.400% of the principal amount of the Notes.

Blaylock & Partners, L.P. US\$ 35,000,000

Goldman Sachs & Co. US\$ 35,000,000

Total: US\$ 70,000,000

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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