

GENERAL ELECTRIC CAPITAL CORP

Form 424B3

January 11, 2006

PROSPECTUS

Pricing Supplement No. 4285

May 17, 2005

Dated January 9, 2006

PROSPECTUS SUPPLEMENT

Rule 424(b)(3) Registration Statement

August 24, 2005

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/Pricing Effective Time: January 9, 2006

Settlement Date (Original Issue Date): January 12, 2006

Maturity Date: July 10, 2009

Principal Amount: US\$75,000,000

Price to Public (Issue Price): 100.000%

Agents Commission: 0.175%

All-in Price: 99.825%

Accrued Interest: None

Net Proceeds to Issuer: US\$74,868,750

Interest Rate Basis  
(Benchmark): Federal Funds Open

Index Currency: U.S. Dollars

Spread (plus or minus): Plus 0.155%

Index Maturity: Overnight

Index Payment Period: Quarterly

Interest Payment Dates: Quarterly on each January 10, April 10, July 10 and October 10, of each year, commencing April 10, 2006 and ending on the Maturity Date

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

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Interest Determination Dates: On Each Interest Reset Date

Day Count Convention: Actual/360

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

Call Notice Period: None

Put Dates (if any): None

Put Notice Period: None

CUSIP: 36962GU77

Other: N/A

**Plan of Distribution:**

The Notes are being purchased by Banc of America Securities LLC (the "Underwriter"), as principal, at the Issue Price of 100.000% of the aggregate principal amount. The Underwriter has advised the Company that the Underwriter proposes to offer the Notes for sale at the Re-offer Price referenced above.

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

Additional Terms:

Interest

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.

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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.

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:

| <u>Year Ended December 31</u> |             |             |             |             | <u>Nine Months Ended</u>  |
|-------------------------------|-------------|-------------|-------------|-------------|---------------------------|
| <u>2000</u>                   | <u>2001</u> | <u>2002</u> | <u>2003</u> | <u>2004</u> | <u>September 30, 2005</u> |
|                               | (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.

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