

GENERAL ELECTRIC CAPITAL CORP  
Form FWP  
May 01, 2008

Filed Pursuant to Rule 433

Dated April 16, 2008 as amended on May 1, 2008

Registration Statement: No. 333-132807

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Senior Unsecured Fixed Rate Notes)

Issuer: General Electric Capital Corporation

Ratings: Aaa/AAA

Trade Date: April 16, 2008

Settlement Date (Original Issue Date):

April 21, 2008

Maturity Date:

May 1, 2018

Principal Amount: US \$ 4,000,000,000

Price to Public (Issue Price): 99.733%

Agents Commission: 0.300%

All-in Price: 99.433%

Accrued Interest: N/A

Net Proceeds to Issuer: US \$ 3,977,320,000

Treasury Benchmark: 3.500% due February 15, 2018

Treasury Yield: 3.660%

Spread to Treasury Benchmark: Plus 2.000%

Reoffer Yield: 5.660%

Interest Rate Per Annum: 5.625%

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Interest Payment Dates: Semi-annually on the 1<sup>st</sup> of each May and November, commencing November 1, 2008 and ending on the Maturity Date

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Day Count Convention: 30/360

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: 36962G3U6

ISIN: US36962G3U65

Common Code: 035992740

Plan of Distribution:

The Notes are being purchased by the underwriters listed below (collectively, the "Underwriters"), as principal, at 99.733% of the aggregate principal amount less an underwriting discount equal to 0.30% of the principal amount of the Notes.

Institution

Commitment

Lead Managers:

Banc of America Securities LLC	\$ 900,000,000
Goldman, Sachs & Co.	\$ 900,000,000
Lehman Brothers Inc.	\$ 900,000,000

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Morgan Stanley & Co. Incorporated	\$ 900,000,000
Co-Managers:	
Castle Oak Securities, L.P.	\$ 90,000,000
Blaylock Robert Van, LLC	\$ 90,000,000
Samuel A. Ramirez & Co., Inc.	\$ 90,000,000
Utendahl Capital Group, LLC	\$ 80,000,000
The Williams Capital Group, L.P.	\$ 50,000,000
Total	\$ 4,000,000,000

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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Additional Information:

General

At December 31, 2007, the Company had outstanding indebtedness totaling \$496.00 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 December 31, 2007, excluding subordinated notes payable after one year, was equal to \$484.93 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

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<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>
1.73	1.83	1.67	1.63	1.56

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](http://www.sec.gov)

. Alternatively, the issuer or the underwriter participating in the offering will arrange to send you the prospectus if you request it by calling Banc of America Securities LLC toll-free at 1-800-294-1322, Goldman, Sachs & Co. toll-free at 1-866-471-2526, Lehman Brothers Inc. toll-free at 1-888-603-5847, Morgan Stanley & Co. Incorporated toll-free at 1-866-718-1649, or Investor Communications of the issuer at 1-203-357-3950.