

GENERAL ELECTRIC CAPITAL CORP

Form 424B3

September 20, 2006

PROSPECTUS

Pricing Supplement No.: 4439

March 29, 2006

Filed Pursuant to Rule 424(b)(3)

PROSPECTUS SUPPLEMENT

Dated September 18, 2006

March 29, 2006

Registration 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/Pricing Effective Time: September 18, 2006

Settlement Date (Original Issue Date): September 21, 2006

Maturity Date: October 21, 2010

Principal Amount: US\$275,000,000

Price to Public (Issue Price): 100.159%

Agents Commission: 0.20%

All-in Price: 99.959%

Accrued Interest: US\$2,661,694.44

Net Proceeds to Issuer: US\$277,548,944.44

(which includes accrued interest)

Interest Rate Basis: LIBOR, as determined by LIBOR Telerate

(Benchmark):

Index Currency: U.S. Dollars

Spread (plus or minus): Plus 0.10%

Index Maturity: Three Months

Index Payment Period: Quarterly

Interest Payment Dates: Quarterly on each January 21, April 21, July 21, and October 21 of each year, commencing October 21, 2006 and ending on the Maturity Date

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

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Interest Determination Dates: Quarterly, two London Business Days prior to each Interest Reset Date

Day Count Convention: Actual/360

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

Call Dates (if any): N/A

Call Notice Period: N/A

Put Dates (if any): N/A

Put Notice Period: N/A

CUSIP: 36962GS70

ISIN: US36962GS701

Common Code: 023355582

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 issues of US\$1,000,000,000, US\$150,000,000 and US\$300,000,000 principal amount of Floating Rate Notes due October 21, 2010 as described in the Issuers pricing supplements numbered 4240, 4406 and 4436, respectively and dated October 18, 2005, August 3, 2006 and September 13, 2006, respectively.

Plan of Distribution:

The Notes are being purchased by Morgan Stanley & Co. Incorporated. and Citigroup Capital Markets Inc. (collectively, the "Underwriters"), as principal, at 100.159% of the aggregate principal amount less an underwriting discount equal to 0.20% of the principal amount of the Notes.

| Institution                       | Commitment           |
|-----------------------------------|----------------------|
| Lead Managers:                    |                      |
| Morgan Stanley & Co. Incorporated | \$175,000,000        |
| Citigroup Capital Markets Inc.    | \$100,000,000        |
| Total                             | <u>\$275,000,000</u> |

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:

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.

Consolidated Ratio of Earnings to Fixed Charges

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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> |             |             |             |             |             | 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.