

GENERAL ELECTRIC CAPITAL CORP
Form 424B3
June 13, 2005

| | |
|-----------------------|---------------------------------------|
| PROSPECTUS | Pricing Supplement No. 4197 |
| Dated May 17, 2005 | Dated June 8, 2005 |
| PROSPECTUS SUPPLEMENT | Rule 424(b)(3)-Registration Statement |
| Dated May 17, 2005 | No. 333-123085 |

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Floating Rate Notes)

| | |
|---|-------------------|
| Trade Date: | June 8, 2005 |
| Settlement Date (Original Issue Date): | June 16, 2005 |
| Maturity Date: | December 30, 2013 |
| Principal Amount (in Specified Currency) | U.S.\$30,000,000 |
| Price to Public (Issue Price): | 100.00% |
| Agent's Discount or Commission: | 0.375% |
| Net Proceeds to Issuer (in Specified Currency): | U.S.\$ 29,887,500 |

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 0.22% |

| | |
|-----------------------------------|--|
| Index Maturity: | Three Months |
| Spread Multiplier: | N/A |
| Maximum Interest Rate: | N/A |
| Minimum Interest Rate: | N/A |
| Interest Payment Period: | Quarterly |
| Interest Payment Dates: | Quarterly on each March 30, June 30, September 30 and December 30 of each year, commencing September 30, 2005 (with respect to the period from and including June 16, 2005 to but excluding September 30, 2005) and ending on the Maturity Date. |
| Initial Interest Rate: | To be determined two London Business Days prior to the Original Issue Date based on the linear interpolation between LIBOR with the Index Maturity of three months and LIBOR with the Index maturity of four months based on 106 days with respect to the period from and including June 16, 2005 to but excluding September 30, 2005, plus 0.22%. |
| 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. |

(Floating Rate)

Page 2

Pricing Supplement No. 4197

Rule 424(b)(3)-Registration Statement

No.333-123085

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.

Clearance and Settlement

:

X 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.: K6962GR55

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

(Floating Rate)

Page 3

Pricing Supplement No. 4197

Dated June 8, 2005

Rule 424(b)(3)-Registration Statement

No. 333-123085

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

Additional Information

:

General.

At March 31, 2005, the Company had outstanding indebtedness totaling \$350.741 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 March 31, 2005, excluding subordinated notes payable after one year was equal to \$349.921 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>Three Months Ended</u> |
|-------------------------------|-------------|-------------|-------------|-------------|---------------------------|
| | | | | | <u>March 31, 2005</u> |
| <u>2000</u> | <u>2001</u> | <u>2002</u> | <u>2003</u> | <u>2004</u> | |
| | (Restated) | (Restated) | (Restated) | (Restated) | |
| 1.52 | 1.73 | 1.66 | 1.86 | 1.89 | 1.74 |

(Floating Rate)

Page 4

Pricing Supplement No. 4197

Dated June 8, 2005

Rule 424(b)(3)-Registration Statement

No. 333-123085

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 Morgan Stanley & Co. Incorporated (the "Underwriter"), as principal, at 100.00% of the aggregate principal amount less an underwriting discount equal to 0.375% of the principal amount of the Notes.

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