

GENERAL ELECTRIC CAPITAL CORP

Form 424B3

April 27, 2006

PROSPECTUS

Pricing Supplement Number 4342

March 29, 2006

Dated April 25, 2006

PROSPECTUS SUPPLEMENT

Filed Pursuant to Rule 424(b)(3)

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:

April 25, 2006

Settlement Date (Original Issue  
Date):

April 28, 2006

Maturity Date:

April 28, 2011

Principal Amount:

US\$1,000,000,000

Price to Public (Issue Price):

100.000%

Agents Commission:

0.250%

All-in Price:

99.750%

Net Proceeds to Issuer:

US\$997,500,000

Interest Rate Basis

(Benchmark):

LIBOR, as determined by LIBOR Telerate

Index Currency:

U.S. Dollars

Spread (plus or minus):

Plus 9 basis points

Index Maturity:

Three Months

Index Payment Period: Quarterly

Interest Payment Dates: Quarterly on each July 28, October 28, January 28 and April 28 of each year, commencing October 28, 2006 and ending on the Maturity Date

Initial Interest Rate: To be determined two London Business Days prior to the Original Issue Date based on three month USD LIBOR plus 9 basis points

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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

Day Count Convention: Actual/360

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

Call Notice Period: None

Put Dates: None

Put Notice Period: None

CUSIP: 36962GW42

Common Code: 025338332

ISIN: US36962GW422

Plan of Distribution:

The Notes are being purchased by the following institutions (collectively, "the Underwriters"), as principal, at the Issue Price of 100.000% of the aggregate principal amount less an underwriting discount equal to 0.25% of the principal amount of the Notes.

Institution

Commitment

Lead Managers:

Banc of America Securities LLC \$225,000,000

Lehman Brothers Inc. \$225,000,000

J.P. Morgan Securities Inc. \$225,000,000

Morgan Stanley & Co. Incorporated \$225,000,000

Co-Managers:

Blaylock & Company, Inc. \$25,000,000

Samuel A. Ramirez & Company, Inc. \$30,000,000

Utendahl Capital Partners, L.P. \$25,000,000

The Williams Capital Group L.P. \$20,000,000

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Total \$1,000,000,000

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, 2005, the Company had outstanding indebtedness totaling \$355.885 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, 2005, excluding subordinated notes payable after one year, was equal to \$353.200 billion.

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