

GENERAL ELECTRIC CAPITAL CORP

Form 424B3

August 20, 2007

calculation of registration fee

| Title of Each Class of Securities Offered | Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|----------------------------------|----------------------------|
| Senior Unsecured Notes                    | \$5,000,000,000.00               | \$153,500.00               |

PROSPECTUS

Pricing Supplement Number: 4641

Dated March 29, 2006

Filed Pursuant to Rule 424(b)(3)

PROSPECTUS SUPPLEMENT

Dated August 17, 2007

Dated March 29, 2006

Registration Statement: No. 333-132807

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Senior Unsecured Floating Rate Notes)

|  |                                       |
|--|---------------------------------------|
| Issuer:                                | General Electric Capital Corporation  |
| Ratings:                               | Aaa/AAA                               |
| Trade Date:                            | August 17, 2007                       |
| Settlement Date (Original Issue Date): | August 31, 2007                       |
| Maturity Date:                         | August 31, 2009                       |
| Principal Amount:                      | US\$5,000,000,000                     |
| Price to Public (Issue Price):         | 100.000%                              |
| Agents Commission:                     | 0.06%                                 |
| All-in Price:                          | 99.940%                               |
| Accrued Interest:                      | N/A                                   |
| Net Proceeds to Issuer:                | US\$4,997,000,000                     |
| Interest Rate Basis (Benchmark):       | LIBOR, as determined by LIBOR Reuters |
| Index Currency:                        | U.S. Dollars                          |

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Spread (plus or minus): Plus 0.10%

Index Maturity: Three Months

Interest Payment Period: Quarterly

Interest Payment Dates: November 30, 2007, February 29, 2008, May 30, 2008, August 29, 2008, November 28, 2008, February 27, 2009, May 29, 2009 and August 31, 2009.

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Initial Interest Rate: To be determined two London Business Days prior to the Original Issue Date

Interest Reset Periods and Dates: Quarterly on each Interest Payment Date

Interest Determination Dates: August 29, 2007, November 28, 2007, February 27, 2008, May 28, 2008, August 27, 2008, November 25, 2008, February 25, 2009 and May 27, 2009.

Day Count Convention: Actual/360

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

CUSIP:  
36962G3C6

ISIN: Not Applicable

Common Code: Not Applicable

Investing in the Notes involves risks. See "Risks of Foreign Currency Notes and Indexed Notes" on page 2 of the accompanying prospectus supplement and "Risk Factors" on page 2 of the accompanying prospectus.

Plan of Distribution:

The Notes are being purchased by Merrill Lynch, Pierce Fenner & Smith Incorporated (the "Underwriter"), as principal, at 100.000% of the aggregate principal amount less an underwriting discount equal to 0.060% of the principal amount of the Notes. GE Capital Markets, Inc. is acting as agent (the "Agent") in connection with the distribution of the Notes. The Agent will receive a selling commission from the Underwriter equal to 0.030% of the principal amount of the Notes.

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

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Additional Information:

General

At June 30, 2007, the Company had outstanding indebtedness totaling \$461.381 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, 2007, excluding subordinated notes payable after one year, was equal to \$456.421 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

Six Months  
Ended

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| <u>2002</u> | <u>2003</u> | <u>2004</u> | <u>2005</u> | <u>2006</u> | <u>June 30, 2007</u> |
|-------------|-------------|-------------|-------------|-------------|----------------------|
| 1.43        | 1.77        | 1.87        | 1.70        | 1.64        | 1.44                 |

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.