

GENERAL ELECTRIC CAPITAL CORP
 Form 424B3
 March 07, 2008

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities Offered | Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|----------------------------------|----------------------------|
| Senior Unsecured Notes | \$50,000,000.00 | \$1,965.00 |

PROSPECTUS

Pricing Supplement Number: 4765

Dated March 29, 2006

Filed Pursuant to Rule 424(b)(3)

PROSPECTUS SUPPLEMENT

Dated March 7, 2008

Dated March 29, 2006

(Originally dated March 4, 2008)

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: | March 4, 2008 |
| Settlement Date (Original Issue Date): | March 7, 2008 |
| Maturity Date: | February 26, 2010 |
| Principal Amount: | US \$50,000,000.00 |
| Price to Public (Issue Price): | 99.985% |
| Agents Commission: | 0.06% |
| All-in Price: | 99.925% |
| Accrued Interest: | US \$33,881.94 |
| Net Proceeds to Issuer: | US \$49,996,381.94 |
| Interest Rate Basis: | |

| | |
|-----------------------------------|---|
| | LIBOR, as determined by LIBOR Telerate or any successor service thereto |
| Index Currency: | U.S. Dollars |
| Coupon: | Plus 0.40% |
| Spread (plus or minus): | Plus 0.40% |
| Index Maturity: | Three Months |
| Index Payment Period: | Quarterly |
| Interest Payment Dates: | Quarterly on the 26 th of each February, May, August and November, commencing May 27, 2008 and ending on the Maturity 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 |
| CUSIP: | 36962G3R3 |
| ISIN: | US36962G3R37 |
| Common Code: | N/A |

Investing in the Notes involves risks. See "Risk 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.

Reopening of Issue:

The Notes are intended to be fully fungible and be consolidated and form a single issue for all purposes with the Company's issue of US\$1,300,000,000 Floating-Rate Notes due February 26, 2010 as described in the Company's pricing supplement number 4757 dated February 26, 2008.

Plan of Distribution:

The Notes are being purchased by the underwriter listed below (the "Underwriter"),

as principal, at 99.985% of the aggregate principal amount less an underwriting discount equal to 0.060% of the principal amount of the Notes.

| <u>Institution</u> | <u>Commitment</u> |
|-----------------------------------|---------------------|
| Lead Manager: | |
| Morgan Stanley & Co. Incorporated | \$50,000,000 |
| Total | <u>\$50,000,000</u> |

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

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:

| | <u>Year Ended December 31</u> | | | | |
|--|-------------------------------|-------------|-------------|-------------|-------------|
| | <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 |

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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.