

GENERAL ELECTRIC CAPITAL CORP
Form 424B3
March 26, 2004

PROSPECTUS

Pricing Supplement No. 4008

Dated November 21, 2002

Dated March 24, 2004

PROSPECTUS SUPPLEMENT

Rule 424(b)(3)-Registration Statement

Dated November 22, 2002

Nos. 333-100527

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Fixed Rate Notes)

Trade Date: March 24, 2004

Settlement Date (Original Issue Date): March 29, 2004

Maturity Date: April 1, 2009

Principal Amount (in Specified Currency): US\$ 1,000,000,000

Price to Public (Issue Price): 99.844%

Agent's Discount or Commission: H.250%

Net Proceeds to Issuer: US\$ 995,940,000

Interest Rate Per Annum: 3.125%

Interest Payment Date(s)

:

X April 1 and October 1 of each year commencing October 1, 2004 (with respect to the period from and including March 29, 2004 to but excluding October 1, 2004) and ending on the Maturity Date

Clearance and Settlement

:

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

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.

(Fixed Rate)

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CUSIP: K6962GH49

ISIN: US36962GH498

Common Code: H18968240

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

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

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Listing: Listed on the Luxembourg Exchange Not listed on the Luxembourg ExchangeAdditional Information

:

General.

At December 31, 2003, the Company had outstanding indebtedness totaling \$286.684 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, 2003, excluding subordinated notes payable after one year was equal to \$285.721billion.

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>1999</u>	<u>2000</u>	<u>2001</u>	<u>2002</u>	<u>2003</u>
1.60	1.52	1.72	1.65	1.86

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.

(Fixed Rate)

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Plan of Distribution

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Plan of Distribution

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The Notes are being purchased by the following financial institutions in their respective amounts (collectively, the "Underwriters"), as principal, at 99.844% of the aggregate principal amount less an underwriting discount equal to 0.25% of the principal amount of the Notes.

<u>Institution</u>	<u>Commitment</u>
Lehman Brothers Inc.	\$313,300,000
Morgan Stanley & Co. Incorporated	\$313,400,000
UBS Securities LLC	\$313,300,000
Guzman & Company	\$ 20,000,000
HSBC Securities (USA) Inc.	\$ 20,000,000
Utendahl Capital Group, LLC	\$ 20,000,000
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.