

GENERAL ELECTRIC CAPITAL CORP

Form 424B3

June 21, 2004

PROSPECTUS

Pricing Supplement No. 4035

Dated June 17, 2004

Dated June 18, 2004

PROSPECTUS SUPPLEMENT

Rule 424(b)(3)-Registration Statement

Dated June 18, 2004

No.s 333-100527 and 333-114095

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Floating Rate Notes)

Trade Date:	June 17, 2004
Settlement Date (Original Issue Date):	June 22, 2004
Maturity Date:	June 22, 2009
Principal Amount (in Specified Currency)	U.S.\$ 500,000,000
Price to Public (Issue Price):	100.00%
Agent's Discount or Commission:	0.250%
Net Proceeds to Issuer (in Specified Currency):	U.S.\$ 498,750,000

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 0.14%

Index Maturity:	Three Months
Spread Multiplier:	N/A
Index Maturity:	Quarterly
Maximum Interest Rate:	N/A
Minimum Interest Rate:	N/A
Interest Payment Period:	Quarterly
Interest Payment Dates:	Quarterly on each March 22 <sup>nd</sup> , June 22 <sup>nd</sup> , September 22 <sup>nd</sup> and December 22 <sup>nd</sup> of each year, commencing September 22, 2004.
Initial Interest Rate:	To be determined two London Business Days prior to the Original Issue Date based on three month USD LIBOR plus 14 basis points.
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.

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.

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Clearance and Settlement

:

- \_\_\_ DTC Only.
- X 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.: K6962GJ62

ISIN: US36962GJ627

Common Code: H19524302

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

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Amortization Schedule: N/A

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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

Plan of Distribution

:

The Notes are being purchased by the following financial institutions in their respective amounts (collectively, the "Underwriters"), as principal, at 100.00% 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>
Lead Managers	
:	
Banc of America Securities LLC	\$156,667,000
HSBC Securities (USA) Inc.	\$156,667,000
Merrill Lynch, Pierce, Fenner & Smith Incorporated	\$156,666,000
Co-Managers	
:	
Blaylock & Partners, L.P.	\$10,000,000
Loop Capital Markets, LLC	\$10,000,000
The Williams Capital Group, L.P.	\$10,000,000
Total	\$500,000,000

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