

ROTECH HEALTHCARE INC
 Form 3
 May 18, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 GE CAPITAL CFE INC
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 04/25/2006

3. Issuer Name and Ticker or Trading Symbol
 ROTECH HEALTHCARE INC [ROHI]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

C/O GENERAL ELECTRIC
 CAPITAL CORPORATION, 201
 MERRITT 7
 (Street)

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)

NORWALK, CT 06856
 (City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, par value \$.0001 | 2,551,156 | D (1) (2) | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

| Date Exercisable | Expiration Date | Title | (Instr. 4) Amount or Number of Shares | Price of Derivative Security | Derivative Security: |
|------------------|-----------------|-------|--|------------------------------|--|
| | | | | | Direct (D) or Indirect (I) (Instr. 5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------------------|
| | Director | 10% Owner | Officer | Other |
| GE CAPITAL CFE INC C/O GENERAL ELECTRIC CAPITAL CORPORATION 201 MERRITT 7 NORWALK, CT 06856 | ^ | ^ X | ^ | ^ |
| GENERAL ELECTRIC CO 3135 EASTON TURNPIKE FAIRFIELD, CT 06431 | ^ | ^ | ^ | See footnotes (1) & (2) |
| GENERAL ELECTRIC CAPITAL SERVICES INC/CT 201 MERRITT 7 NORWALK, CT 06856 | ^ | ^ | ^ | See footnotes (1) & (2) |
| GENERAL ELECTRIC CAPITAL CORP 201 MERRITT 7 NORWALK, CT 06856 | ^ | ^ | ^ | See footnotes (1) & (2) |

Signatures

/s/ Keith Helming, as Vice President of GE Capital CFE, Inc. and General Electric Capital Corporation 05/17/2006

__Signature of Reporting Person Date

/s/ Barbara A. Lane, as attorney-in-fact for General Electric Capital Services, Inc. and General Electric Company 05/17/2006

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- GE Capital CFE, Inc. ("GECFE") directly owns 2,551,156 shares of Common Stock of the issuer, Rotech Healthcare, Inc. General
- (1) Electric Capital Corporation ("GE Capital") is the parent company of GECFE. General Electric Capital Services, Inc. ("GECS") is the parent company of GE Capital. General Electric Company ("GE") is the parent company of GECS.
 - (2) Pursuant to Rule 16a-1(4) promulgated under the Securities and Exchange Act of 1934, as amended, each of GE Capital, GECS and GE disclaims beneficial ownership of the Common Stock directly owned by GECFE.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.