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GENERAL ELECTRIC CAPITAL CORP

Form 424B3

February 03, 2004

Filed Under Rule 424(b)(3), Registration Statement No. 333-100527

Pricing Supplement Number 54 Dated 02/02/2004

(To: Prospectus Dated November 21, 2002, as supplemented by Prospectus Supplement Dated November 22, 2002)

| CUSIP Number | Principal Amount | Selling Price | Gross Concession | Net Proceeds | Coupon Type | Coupon Rate | Coupon Frequency | Maturity Date | 1st Coupon Date | 1st Coupon Amount | Survivorship Option |
|--------------|------------------|---------------|------------------|----------------|-------------|-------------|------------------|---------------|-----------------|-------------------|---------------------|
| 36966RMF0 | \$2,691,000.00 | 100% | 0.625% | \$2,674,181.25 | FIXED | 2.400% | SEMI-ANNUAL | 02/15/2007 | 08/15/2004 | \$12.67 | YES |

Redemption Information: Non-Callable.

| CUSIP Number | Principal Amount | Selling Price | Gross Concession | Net Proceeds | Coupon Type | Coupon Rate | Coupon Frequency | Maturity Date | 1st Coupon Date | 1st Coupon Amount | Survivorship Option |
|--------------|------------------|---------------|------------------|----------------|-------------|-------------|------------------|---------------|-----------------|-------------------|---------------------|
| 36966RMG8 | \$3,810,000.00 | 100% | 1.000% | \$3,771,900.00 | FIXED | 3.250% | MONTHLY | 02/15/2009 | 03/15/2004 | \$3.61 | YES |

Redemption Information: Non-Callable.

| CUSIP Number | Principal Amount | Selling Price | Gross Concession | Net Proceeds | Coupon Type | Coupon Rate | Coupon Frequency | Maturity Date | 1st Coupon Date | 1st Coupon Amount | Survivorship Option |
|--------------|------------------|---------------|------------------|----------------|-------------|-------------|------------------|---------------|-----------------|-------------------|---------------------|
| 36966RMH6 | \$4,685,000.00 | 100% | 1.500% | \$4,614,725.00 | FIXED | 4.600% | SEMI-ANNUAL | 02/15/2014 | 08/15/2004 | \$24.28 | YES |

Redemption Information: Non-Callable.

| CUSIP Number | Principal Amount | Selling Price | Gross Concession | Net Proceeds | Coupon Type | Coupon Rate | Coupon Frequency | Maturity Date | 1st Coupon Date | 1st Coupon Amount | Survivorship Option |
|--------------|------------------|---------------|------------------|-----------------|-------------|-------------|------------------|---------------|-----------------|-------------------|---------------------|
| 36966RMJ2 | \$13,326,000.00 | 100% | 1.750% | \$13,092,795.00 | FIXED | 5.125% | SEMI-ANNUAL | 02/15/2017 | 08/15/2004 | \$27.05 | YES |

Redemption Information: Callable at 100.000% on 02/15/2007 and every coupon date thereafter.. The GE Capital Corporation Internotes will be subject to redemption at the option of GE Capital Corporation, in whole on the Interest Payment Date occurring any time on or after 02/15/2007 at a redemption price equal to 100% of the principal amount of the GE Capital Corporation InterNotes, plus accrued interest thereon, if any, upon at least 30 days prior notice to the Noteholder and the Trustee, as described in the Prospectus.

| CUSIP Number | Principal Amount | Selling Price | Gross Concession | Net Proceeds | Coupon Type | Coupon Rate | Coupon Frequency | Maturity Date | 1st Coupon Date | 1st Coupon Amount | Survivorship Option |
|--------------|------------------|---------------|------------------|-----------------|-------------|-------------|------------------|---------------|-----------------|-------------------|---------------------|
| 36966RMK9 | \$13,453,000.00 | 100% | 2.000% | \$13,183,940.00 | FIXED | 5.400% | SEMI-ANNUAL | 02/15/2023 | 08/15/2004 | \$28.50 | YES |

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Redemption Information: Callable at 100.000% on 02/15/2009 and every coupon date thereafter.. The GE Capital Corporation Internotes will be subject to redemption at the option of GE Capital Corporation, in whole on the Interest Payment Date occurring any time on or after 02/15/2009 at a redemption price equal to 100% of the principal amount of the GE Capital Corporation InterNotes, plus accrued interest thereon, if any, upon at least 30 days prior notice to the Noteholder and the Trustee, as described in the Prospectus.

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| <p>GE Capital Corporation</p> | <p>Trade Date: February 02, 2004 @ 12:00 PM ET Settle Date: February 05, 2004 Minimum Denomination/Increments: \$1,000.00/\$1,000.00 Initial trades settle flat and clear SDFS: DTC Book Entry only DTC number: 0443 via Pershing, LLC</p> <p>Agents: Banc of America Securities LLC, Incapital LLC, A.G. Edwards & Sons, Inc., Charles Schwab & Co. Inc., Citigroup Capital Markets Inc., Edward D. Jones & Co., L.P., Merrill Lynch & Co., Morgan Stanley, Prudential Securities, UBS Financial Services Inc., Wachovia Securities</p> <p><i>* GE CAPITAL is the registered trademark of the General Electric Company.</i></p> <p><i>InterNotes® is the trade mark of INCAPITAL, LLC. All rights reserved.</i></p> | <p>GE Capital Corporation \$20,000,000,000.00 GE Capital * InterNotes Prospectus Supplement Dated 22-Nov-02</p> |
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