

GENERAL ELECTRIC CAPITAL CORP

Form 424B3

September 15, 2010

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities Offered</b>	<b>Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Senior Notes	\$2,000,000,000	\$142,600

PROSPECTUS

Pricing Supplement Number: 4985

Dated January 23, 2009

Filed Pursuant to Rule 424(b)(3)

PROSPECTUS SUPPLEMENT

Dated September 13, 2010

Dated January 23, 2009

Registration Statement: No. 333-56929

**GENERAL ELECTRIC CAPITAL CORPORATION**

**GLOBAL MEDIUM-TERM NOTES, SERIES A**

(Senior Unsecured Fixed Rate Notes)

*Investing in these notes involves risks. See "Risk Factors" in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2009 filed with the Securities and Exchange Commission.*

<b>Issuer:</b>	General Electric Capital Corporation
<b>Trade Date:</b>	September 13, 2010
<b>Settlement Date (Original Issue Date):</b>	September 16, 2010
<b>Maturity Date:</b>	September 16, 2020
<b>Principal Amount:</b>	US \$2,000,000,000
<b>Price to Public (Issue Price):</b>	99.217%
<b>Agents Commission:</b>	0.425%
<b>All-in Price:</b>	98.792%
<b>Net Proceeds to Issuer:</b>	US \$1,975,840,000
<b>Treasury Benchmark:</b>	2.625% due August 15, 2020
<b>Treasury Yield:</b>	2.723%
<b>Spread to Treasury Benchmark:</b>	Plus 1.750%
<b>Reoffer Yield:</b>	4.473%
<b>Interest Rate Per Annum:</b>	4.375%
<b>Interest Payment Dates:</b>	Semi-annually on the 16 <sup>th</sup> day of each March and September, commencing March 16, 2011 and ending on the Maturity Date

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**Day Count Convention:** 30/360  
**Denominations:** Minimum of \$1,000 with increments of \$1,000 thereafter  
**Call Notice Period:** None  
**Put Dates (if any):** None  
**Put Notice Period:** None  
**CUSIP:** 36962G4R2  
**ISIN:** US36962G4R28  
**Common Code:** 054306091

**Plan of Distribution:**

The Notes are being purchased by the underwriters listed below (collectively, the "Underwriters"), as principal, at 99.217% of the aggregate principal amount less an underwriting discount equal to 0.425% of the principal amount of the Notes.

<u>Institution</u>	<u>Commitment</u>
<b>Lead Managers:</b>	
Banc of America Securities LLC	\$475,000,000
Barclays Capital Inc.	\$475,000,000
Citigroup Global Markets Inc.	\$475,000,000
Credit Suisse Securities (USA) LLC	\$475,000,000
<b>Co-Managers:</b>	
Blaylock Robert Van, LLC	\$20,000,000
CastleOak Securities, L.P.	\$20,000,000
Loop Capital Markets LLC	\$20,000,000
Samuel A. Ramirez & Company, Inc.	\$20,000,000
The Williams Capital Group, L.P.	\$20,000,000
Total	\$2,000,000,000

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

**Additional Information**

***General***

At the quarter ended June 30, 2010, we had outstanding indebtedness totaling \$405.714 billion, consisting of notes payable within one year, senior notes payable after one year and subordinated notes payable after one year, and excluding bank deposits and non-recourse borrowings of consolidated securitization entities. The total amount of outstanding indebtedness at June 30, 2010, excluding subordinated notes and debentures payable after one year, was equal to \$396.650 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>Six Months Ended</u>
<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>June 30, 2010</u>
1.66	1.63	1.56	1.24	0.85	1.08

For purposes of computing the consolidated ratio of earnings to fixed charges, earnings consist of net earnings adjusted for the provision for income taxes, noncontrolling interests, discontinued operations and undistributed earnings of equity investees.

Fixed charges consist of interest and discount on all indebtedness and one-third of rentals, which we believe is a reasonable approximation of the interest factor of such rentals.

As set forth above, GE Capital's ratio of earnings to fixed charges increased to 1.08:1 in the first six months of 2010 due to higher pre-tax earnings at GECC, which were primarily driven by lower losses and delinquencies.

**CAPITALIZED TERMS USED HEREIN WHICH ARE DEFINED IN THE PROSPECTUS SUPPLEMENT SHALL HAVE THE MEANINGS ASSIGNED TO THEM IN THE PROSPECTUS SUPPLEMENT.**