

GENERAL ELECTRIC CAPITAL CORP

Form 424B3

February 10, 2011

**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>
Subordinated Notes	\$2,000,000,000	\$232,200

PROSPECTUS

Dated January 23, 2009

PROSPECTUS SUPPLEMENT

Dated January 23, 2009

Pricing Supplement Number: 5009

Filed Pursuant to Rule 424(b)(3)

Dated February 8, 2011

Registration Statement: No. 333-156929

**GENERAL ELECTRIC CAPITAL CORPORATION**

**GLOBAL MEDIUM-TERM SUBORDINATED NOTES**

**(Subordinated 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>Security Type:</b>	SEC Registered Subordinated Notes
<b>Trade Date:</b>	February 8, 2011
<b>Settlement Date (Original Issue Date):</b>	February 11, 2011
<b>Maturity Date:</b>	February 11, 2021
<b>Principal Amount:</b>	US \$2,000,000,000
<b>Price to Public (Issue Price):</b>	99.647%
<b>Agents Commission:</b>	0.425%
<b>All-in Price:</b>	99.222%
<b>Net Proceeds to Issuer:</b>	US \$1,984,440,000
<b>Treasury Benchmark:</b>	2.625% due November 15, 2020
<b>Treasury Yield:</b>	3.721%
<b>Spread to Treasury Benchmark:</b>	Plus 1.625%
<b>Reoffer Yield:</b>	5.346%
<b>Interest Rate Per Annum:</b>	5.300%
<b>Interest Payment Dates:</b>	Semi-annually on the 11 <sup>th</sup> day of each February and August, commencing August 11th and ending on the Maturity Date

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**Day Count Convention:** 30/360, Following Unadjusted

**Denominations:** Minimum of \$1,000 with increments of \$1,000 thereafter.

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**Ranking and Subordination**

The notes are unsecured and subordinated to senior indebtedness as defined in the Prospectus, dated January 23, 2009. As of September 30, 2010, the Issuer had outstanding (a) \$2.2 billion (dollar equivalent) of subordinated notes, \$2.1 billion of which have subordination terms substantially similar to the notes and (b) \$7.2 billion of subordinated debentures that are junior to the subordinated notes and would have been subordinated to the notes. As of September 30, 2010, the Issuer had outstanding \$277.3 billion of senior unsecured notes that would have been senior to the notes.

**Limitation on Acceleration**

Holders of the notes may accelerate the maturity of the notes only upon our bankruptcy, insolvency or reorganization and not as a result of our failure to pay interest or principal when due or upon the occurrence of another event of default.

**Call Notice Period:**

None

**Put Dates (if any):**

None

**Put Notice Period:**

None

**CUSIP:**

369622SM8

**ISIN:**

US369622SM84

**Common Code:**

059261428

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**Plan of Distribution:**

The notes are being purchased by the underwriters listed below (collectively, the Underwriters ), as principal, at 99.647% 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>	
Barclays Capital Inc.	\$ 626,667,000
Citigroup Global Markets Inc.	\$ 626,667,000
Goldman, Sachs & Co.	\$ 626,666,000
<b>Co-Managers:</b>	
Aladdin Capital LLC	\$ 20,000,000
Blaylock Robert Van, LLC	\$ 20,000,000
CastleOak Securities, L.P.	\$ 20,000,000
Loop Capital Markets LLC	\$ 20,000,000
Samuel Ramirez & Co., Inc.	\$ 20,000,000
The Williams Capital Group, L.P.	\$ 20,000,000
Total	\$ 2,000,000,000

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

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**Additional Information**

*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>Nine Months Ended September 30, 2010</u>
<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>		
1.66	1.63	1.56	1.24	0.85		1.11

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.

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

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