GENERAL ELECTRIC CAPITAL CORP
Form 424B3
May 05, 2011

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities Offered	Maximum Aggregate Offering Price	Amount of Registration Fee
Senior Notes	$1,500,000,000	$174,150

PROSPECTUS	Pricing Supplement Number: 5034
Dated January 23, 2009	Filed Pursuant to Rule 424(b)(3)
PROSPECTUS SUPPLEMENT	Dated May 4, 2011
Dated January 23, 2009	Registration Statement: No. 333-156929

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, 2010 filed with the Securities and Exchange Commission.

Issuer:	General Electric Capital Corporation
Trade Date:	May 4, 2011
Settlement Date (Original Issue Date):	May 9, 2011
Maturity Date:	May 9, 2016
Principal Amount:	US $1,500,000,000
Price to Public (Issue Price):	99.806%
Agents Commission:	0.325%
All-in Price:	99.481%
Net Proceeds to Issuer:	US $1,492,215,000
Treasury Benchmark:	2.00% due April 30, 2016

Treasury Yield:	1.942%
Spread to Treasury Benchmark:	Plus 1.05%
Reoffer Yield:	2.992%
Interest Rate Per Annum:	2.950%
Interest Payment Dates:	Semi-annually on the 9th day of each May and November, commencing November 9, 2011 and ending on the Maturity Date
Day Count Convention:	30/360, Following Unadjusted
Business Day Convention:	New York

Page 2

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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:	36962G5C4
ISIN:	US36962G5C40
Common Code:	062578025

Plan of Distribution:

The Notes are being purchased by the underwriters listed below (collectively, the "Underwriters"), as principal, at 99.806% of the aggregate principal amount less an underwriting discount equal to 0.325% of the principal amount of the Notes.

Institution	Commitment
Lead Managers:	

Barclays Capital Inc.	$356,250,000
Goldman, Sachs & Co.	$356,250,000
J.P. Morgan Securities LLC	$356,250,000
Morgan Stanley & Co. Incorporated	$356,250,000
Co-Managers:	
Blaylock Robert Van, LLC	$15,000,000
CastleOak Securities, L.P.	$15,000,000
Lebenthal & Co. LLC	$15,000,000
Samuel Ramirez & Co., Inc.	$15,000,000
The Williams Capital Group, L.P.	$15,000,000
Total	$1,500,000,000

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

Page 3

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Additional Information

General

At the year ended December 31, 2010, we had outstanding indebtedness totaling $397.992 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 December 31, 2010, excluding subordinated notes and debentures payable after one year, was equal to $388.418 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:

Year Ended December 31,				
2006	2007	2008	2009	2010
1.66	1.59	1.24	0.85	1.13

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.