

GENERAL ELECTRIC CAPITAL CORP

Form 424B3

February 20, 2009

## CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities Offered | Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|----------------------------------|----------------------------|
| Senior Notes                              | \$200,000,000                    | \$7,860.00                 |

PROSPECTUS

Pricing Supplement Number: 4905

Dated January 23, 2009

Filed Pursuant to Rule 424(b)(3)

PROSPECTUS SUPPLEMENT

Dated February 18, 2009

Dated January 23, 2009

Registration Statement: No. 333-156929

## GENERAL ELECTRIC CAPITAL CORPORATION

## GLOBAL MEDIUM-TERM NOTES, SERIES G

(Senior Floating Rate Notes pursuant to the FDICs Temporary Liquidity Guarantee Program)

This debt is guaranteed under the Federal Deposit Insurance Corporations Temporary Liquidity Guarantee Program and is backed by the full faith and credit of the United States. The details of the FDIC guarantee are provided in the FDICs regulations, 12 CFR Part 370, and at the FDICs website, [www.fdic.gov/tlgp](http://www.fdic.gov/tlgp). The expiration date of the FDICs guarantee is the earlier of the maturity date of the debt or June 30, 2012.

|  |   |
|--|---|
| Issuer:                                | General Electric Capital Corporation ("GE Capital") |
| Guarantor:                             | Federal Deposit Insurance Corporation ("FDIC")      |
| Ratings:                               | Aaa/AAA   |
| Trade Date:                            | February 18, 2009                                   |
| Settlement Date (Original Issue Date): | February 20, 2009                                   |
| Maturity Date:                         | June 1, 2012  |
| Principal Amount:                      | US \$200,000,000                                    |
| Price to Public (Issue Price):         | 100%  |
| Agents Commission:                     | 0.175%  |
| All-in Price:                          | 99.825%   |

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|                                  |                                       |
|----------------------------------|---------------------------------------|
| Net Proceeds to Issuer:          | US \$199,650,000                      |
| Ranking:                         | Senior                                |
| Interest Rate Basis (Benchmark): | LIBOR, as determined by LIBOR Reuters |
| Index Currency:                  | U.S. Dollars                          |
| Spread (Plus or Minus):          | Plus 0.17%                            |
| Index Maturity:                  | Three Months                          |
| Interest Payment Period:         | Quarterly                             |

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|                         |   |
|-------------------------|---|
| Interest Payment Dates: | Quarterly on the 1st of March, June, September and December, commencing |
|-------------------------|---|

June 1, 2009 and ending on the Maturity Date (long first coupon)

|                        |  |
|------------------------|--|
| Initial Interest Rate: | To be determined two London Business Days prior to the Original Issue Date |
|------------------------|--|

|                                   |   |
|-----------------------------------|---|
| Interest Reset Periods and Dates: | Quarterly on each Interest Payment Date |
|-----------------------------------|---|

|                              |   |
|------------------------------|---|
| Interest Determination Date: | Quarterly, two London Business Days prior to each Interest Reset Date |
|------------------------------|---|

|                       |                                |
|-----------------------|--------------------------------|
| Day Count Convention: | Actual/360, Modified Following |
|-----------------------|--------------------------------|

|                          |          |
|--------------------------|----------|
| Business Day Convention: | New York |
|--------------------------|----------|

|                |  |
|----------------|--|
| Denominations: | Minimum of \$2,000 with increments of \$1,000 thereafter |
|----------------|--|

|        |           |
|--------|-----------|
| CUSIP: | 36967HAK3 |
|--------|-----------|

|       |              |
|-------|--------------|
| ISIN: | US36967HAK32 |
|-------|--------------|

|              |           |
|--------------|-----------|
| Common Code: | 041468653 |
|--------------|-----------|



We have agreed to indemnify the Underwriter against certain liabilities, including liabilities under the Securities Act of 1933, as amended.

Additional Information

General

At the year ended December 31, 2008, we had outstanding indebtedness totaling \$510.356 billion, consisting of notes payable within one year, senior notes payable after one year and subordinated notes payable after one year. The total amount of outstanding indebtedness at December 31, 2008, excluding subordinated notes payable after one year, was equal to \$500.474 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>2004</u>                    | <u>2005</u> | <u>2006</u> | <u>2007</u> | <u>2008</u> |
| 1.82                           | 1.66        | 1.63        | 1.56        | 1.24        |

For purposes of computing the consolidated ratio of earnings to fixed charges, earnings consist of net earnings adjusted for the provision for income taxes, minority interest and fixed charges.

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. THE INFORMATION ON THE INTERNET SITE OF THE FDIC IS NOT A PART OF THIS FREE WRITING PROSPECTUS OR ANY PROSPECTUS.