GENERAL ELECTRIC CAPITAL CORP
Form 424B3
September 12, 2008

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities Offered	Maximum Aggregate Offering Price	Amount of Registration Fee
Senior Unsecured Notes	$87,000,000	$3,419.10

PROSPECTUS	Pricing Supplement Number: 4864
Dated March 29, 2006	Filed Pursuant to Rule 424(b)(3)
PROSPECTUS SUPPLEMENT	Dated September10, 2008
Dated March 29, 2006	Registration Statement: No. 333-132807

GENERAL ELECTRIC CAPITAL CORPORATION

GLOBAL MEDIUM-TERM NOTES, SERIES A

(Senior Unsecured Floating Rate Notes)

Issuer:	General Electric Capital Corporation
Ratings:	Aaa/AAA
Trade Date:	September 10, 2008
Settlement Date (Original Issue Date):	September 23, 2008
Maturity Date:	September 23, 2013
Principal Amount:	US$87,000,000
Price to Public (Issue Price):	98.963%
Agents Commission:	0.15%
All-in Price:	98.813
Net Proceeds to Issuer:	US$85,967,310
Interest Rate Basis:	LIBOR, as determined by Reuters
Index Currency:	U.S. Dollars
Coupon:	3 Month Libor + 100 basis points

Reoffer Spread:	3 Month Libor +123 basis points
Index Maturity:	Three Months
Index Payment Period:	Quarterly
Interest Payment Dates:	Quarterly on each March 23, June 23, September 23, and December 23, commencing December 23, 2008 and ending on the Maturity Date.
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 Dates:	Quarterly, two London Business Days prior to each Interest Reset Date

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Day Count Convention:	Actual/360, Modified following
Denominations:	Minimum of $1,000 with increments of $1,000 thereafter
Call Dates (if any):	N/A
Call Notice Period:	N/A
Put Dates (if any):	N/A
Put Notice Period:	N/A
CUSIP:	36962G3Z5

Investing in the Notes involves risks. See "Risk of Foreign Currency Notes and Indexed Notes" on page 2 of the accompanying prospectus supplement and "Risk Factors" on page 2 of the accompanying prospectus.

Plan of Distribution:

The Notes are being purchased by CastleOak Securities, L.P. (the "Underwriter"), as principal, at 98.963% of the aggregate principal amount less an underwriting discount equal to 0.15% of the principal amount of the Notes.

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

Additional Information:

General

At June 30, 2008, the Company had outstanding indebtedness totaling $539.759 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 June 30, 2008, excluding subordinated notes payable after one year, was equal to $528.548 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:

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	Year Ended December 31				Six Months ended June 30,
2003	2004	2005	2006	2007	2008
1.73	1.83	1.67	1.63	1.56	1.43

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 the Company believes 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.