

GENERAL ELECTRIC CAPITAL CORP

Form 424B3

April 13, 2011

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities Offered | Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|----------------------------------|----------------------------|
| 5.000% Internotes@ Due April 15, 2027 | \$7,031,000 | \$816.30 |
| 5.200% Internotes@ Due April 15, 2029 | \$4,026,000 | \$467.42 |
| 5.450% Internotes@ Due April 15, 2036 | \$11,771,000 | \$1,366.61 |

Filed Under Rule 424(b)(3), Registration Statement No. 333-156929

Pricing Supplement Number 354 Dated April 11, 2011

(To: Prospectus Dated January 23, 2009, as supplemented by Prospectus Supplement Dated January 23, 2009)

| CUSIP Number | Selling Price | Gross Concession | Coupon Type | Coupon Rate | Coupon Frequency | Maturity Date | 1st Coupon Date | 1st Coupon Amount | Survivor's Option | FDIC Guaranteed | Product Ranking |
|--------------|---------------|------------------|-------------|-------------|------------------|---------------|-----------------|-------------------|-------------------|-----------------|------------------------|
| 36966TBW1 | 100% | 2.600% | FIXED | 5.000% | SEMI-ANNUAL | 04/15/2027 | 10/15/2011 | \$25.14 | YES | NO | Senior Unsecured Notes |

Redemption Information: **Non-Callable.**

Investing in these notes involves risks (See "Risk Factors" in our Annual Report on Form 10-K filed with the Securities and Exchange Commission).

| CUSIP Number | Selling Price | Gross Concession | Coupon Type | Coupon Rate | Coupon Frequency | Maturity Date | 1st Coupon Date | 1st Coupon Amount | Survivor's Option | FDIC Guaranteed | Product Ranking |
|--------------|---------------|------------------|-------------|-------------|------------------|---------------|-----------------|-------------------|-------------------|-----------------|------------------------|
| 36966TBX9 | 100% | 2.800% | FIXED | 5.200% | SEMI-ANNUAL | 04/15/2029 | 10/15/2011 | \$26.14 | YES | NO | Senior Unsecured Notes |

Redemption Information: **Non-Callable.**

Investing in these notes involves risks (See "Risk Factors" in our Annual Report on Form 10-K filed with the Securities and Exchange Commission).

| CUSIP Number | Selling Price | Gross Concession | Coupon Type | Coupon Rate | Coupon Frequency | Maturity Date | 1st Coupon Date | 1st Coupon Amount | Survivor's Option | FDIC Guaranteed | Product Ranking |
|--------------|---------------|------------------|-------------|-------------|------------------|---------------|-----------------|-------------------|-------------------|-----------------|------------------------|
| 36966TBY7 | 100% | 3.000% | FIXED | 5.450% | SEMI-ANNUAL | 04/15/2036 | 10/15/2011 | \$27.40 | YES | NO | Senior Unsecured Notes |

Redemption Information: **Non-Callable.**

Edgar Filing: GENERAL ELECTRIC CAPITAL CORP - Form 424B3

Investing in these notes involves risks (See "Risk Factors" in our Annual Report on Form 10-K filed with the Securities and Exchange Commission).

| | | |
|---|---|--|
| <p>General Electric Capital Corporation</p> | <p>Offering Dates: April 04, 2011 through Monday, April 11, 2011 Trade Date: April 11, 2011 @12:00 PM ET Settle Date: April 14, 2011 Minimum Denomination/Increments: \$1,000.00/\$1,000.00 Initial trades settle flat and clear SDFS: DTC Book Entry only DTC number: 0235 via RBC Dain Rauscher Inc.</p> <p>Agents: Banc of America Securities LLC, Incapital LLC, Charles Schwab & Co., Inc., Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co., Incorporated, UBS Securities LLC, Wachovia Securities LLC</p> <p>The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting the SEC Web site at www.sec.gov. Alternatively, the issuer, Incapital Holdings LLC, or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Incapital Holdings LLC at 1-312-379-3755 or Investor Communications of the issuer at 1-203-357-3950.</p> <p><i>* GE CAPITAL is the registered trademark of the General Electric Company.</i></p> <p><i>InterNotes® is a registered trademark of Incapital Holdings LLC. All rights reserved.</i></p> | <p>General Electric Capital Corporation GE Capital* InterNotes® Prospectus Supplement Dated January 23, 2009</p> |
|---|---|--|