

GENERAL ELECTRIC CAPITAL CORP
 Form 424B3
 May 21, 2009

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities Offered | Maximum Aggregate Offering Price | Amount of Registration Fee |
|-------------------------------------------|----------------------------------|----------------------------|
| 6.300% Internotes@ Due May 15, 2018 | \$68,732,000 | \$3,835.25 |

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

[Pricing Supplement Number 268 Dated May 18, 2009](#)

[\(To: Prospectus Dated January 23, 2009, as supplemented by Prospectus Supplement Dated January 23, 2009\)](#)

| 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 |
|--------------|---------------|------------------|-------------|-------------|------------------|---------------|-----------------|-------------------|-------------------|-----------------|------------------------|
| 36966R3E4 | 100% | 1.650% | FIXED | 6.300% | SEMI-ANNUAL | 05/15/2018 | 11/15/2009 | \$30.45 | YES | NO | Senior Unsecured Notes |

Redemption Information: **Non-Callable.**

The debt is not guaranteed under the Federal Deposit Insurance Corporation's Temporary Liquidity Guarantee Program. The notes offered hereby are not insured by the Federal Deposit Insurance Corporation or any other governmental agency. Investing in these notes involves risks (See "Risk Factors" in our Annual Report on Form 10-K filed with the SEC on February 18, 2009).

| | | |
|--------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| General Electric Capital Corporation | Offering Dates: May 11, 2009 through November 12, 2008 Trade Date: May 18, 2009 @ 12:00 PM ET Settle Date: May 21, 2009 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. 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 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. | General Electric Capital Corporation GE Capital[*] InterNotes@ Prospectus Supplement Dated January 23, 2009 |
|--------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

** GE CAPITAL is the registered trademark of the General Electric Company.*

InterNotes® is a registered trademark of Incapital Holdings LLC. All rights reserved.