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GENERAL ELECTRIC CAPITAL CORP

Form FWP

May 09, 2012

[Filed Under Rule 433, Registration Statement No. 333-178262](#)

[Pricing Supplement No. 398 Dated May 07, 2012](#)

[\(To: Prospectus Dated December 1, 2011 , as supplemented by Prospectus Supplement Dated December 1, 2011\)](#)

CUSIP Number	Selling Price	Gross Concession	Coupon Type	Coupon Rate	Coupon Frequency	Maturity Date	1st Coupon Date	1st Coupon Amount	Survivor's Option	Product Ranking
36966TFE7	100.000%	1.650%	Fixed	2.950%	SEMI-ANNUAL	05/15/2021	11/15/2012	\$14.59	Yes	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	Product Ranking
36966TFF4	100.000%	3.000%	Fixed	4.050%	SEMI-ANNUAL	05/15/2032	11/15/2012	\$20.03	Yes	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).*

<p>General Electric Capital Corporation</p>	<p>Offering Dates: Monday, May 7, 2012 through Monday, May 14, 2012</p> <p>Trade Date: Monday, May 14, 2012 @12:00 PM ET</p> <p>Settlement Date: Thursday, May 17, 2012</p> <p>Minimum Denomination/Increments:\$1,000.00/\$1,000.00</p> <p>Initial trades settle flat and clear SDFS: DTC Book Entry only</p> <p>DTC number: 0235 via RBC Dain Rauscher Inc.</p> <p>Agents: BofA Merrill Lynch, Incapital, LLC, Citigroup, Morgan Stanley, UBS Investment Bank, Wells Fargo Advisors, 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 <a href="http://www.sec.gov">www.sec.gov</a>. 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</p>	<p><a href="#">General Electric Capital Corporation</a>  <a href="#">GE Capital* InterNotes® Prospectus</a>  <a href="#">Supplement Dated December 1, 2011 to</a>  <a href="#">Prospectus Dated December 1, 2011</a></p>
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Incapital Holdings LLC at 1-312-379-3755 or Investor  
Communications of the issuer at 1-203-357-3950.

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Capital Corporation.*

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