

GENERAL ELECTRIC CAPITAL CORP  
 Form 424B3  
 February 16, 2011

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities Offered	Maximum Aggregate Offering Price	Amount of Registration Fee
5.200% Internotes@ Due February 15, 2029	\$12,519,000	\$1,453.46

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

**Pricing Supplement Number 346 Dated February 14, 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	1 <sup>st</sup> Coupon Date	1 <sup>st</sup> Coupon Amount	Survivor's Option	FDIC Guaranteed	Product Ranking
36966TBH4	100%	2.800%	FIXED	5.200%	SEMI-ANNUAL	02/15/2029	08/15/2011	\$25.71	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).*

<p>General Electric Capital Corporation</p>	<p>Offering Dates: February 07, 2011 through Monday, February 14, 2011                      Trade Date: February 14, 2011 @ 12:00 PM ET                      Settle Date: February 17, 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 &amp; Co., Inc., Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated, Morgan Stanley &amp; 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 <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 Incapital Holdings LLC at 1-312-379-3755 or Investor Communications of the issuer at 1-203-357-3950.</p>	<p>General Electric Capital Corporation                      GE Capital* InterNotes®                      Prospectus Supplement                      Dated January 23, 2009</p>
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*\* GE CAPITAL is the registered trademark of the General Electric Company.*

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