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GENERAL ELECTRIC CO  
Form 13F-HR/A  
April 16, 2007

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2006

Check here if Amendment [X]; Amendment Number: 1

This Amendment (Check only one.): [X] is a restatement.  
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

General Electric Company  
3135 Easton Turnpike  
Fairfield, CT 06828

13F File Number: 028-01502

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Robert R. DeGennaro  
Title: Manager - Accounting Projects  
Phone: (203) 373-2535

Signature, Place, and Date of Signing:

Robert R. DeGennaro	Fairfield, CT	06828	April 16, 2007
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(Signature)	(City, State)	(Zip)	(Date)

Report Type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2

Form 13F Information Table Entry Total: 470

Form 13F Information Table Value Total: \$36,740,313  
(thousands)

List of Other Included Managers:

No.	Form 13F File Number	Name
01	028-05827	GE Asset Management

FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRET
ACE LTD	ORD	G0070K103	164,328	2,713,029	SH		DEFIN
ALLIED WRLD ASSUR COM HLDG L	SHS	G0219G203	12,402	284,256	SH		DEFIN
ARCH CAP GROUP LTD	ORD	G0450A105	82,822	1,225,000	SH		DEFIN
AXIS CAPITAL HOLDINGS	SHS	G0692U109	67,241	2,015,000	SH		DEFIN
ACCENTURE LTD BERMUDA	CL A	G1150G111	3,971	107,535	SH		DEFIN
COOPER INDS LTD	CL A	G24182100	77,241	854,151	SH		DEFIN
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	2,267	61,965	SH		DEFIN
EVEREST RE GROUP LTD	COM	G3223R108	68,444	697,625	SH		DEFIN
GLOBALSANTAFE CORP	SHS	G3930E101	27,861	473,992	SH		DEFIN
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	1,091	27,885	SH		DEFIN
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	24,156	1,258,773	SH		DEFIN
TRANSOCEAN INC	ORD	G90078109	293,804	3,632,139	SH		DEFIN
WEATHERFORD INTERNATIONAL LT	COM	G95089101	13,510	323,281	SH		DEFIN
ALCON INC	COM SHS	H01301102	16,483	147,470	SH		DEFIN
BACKWEB TECHNOLOGIES LTD	ORD	M15633106	303	1,316,304	SH		DEFIN
ORBOTECH LTD	ORD	M75253100	208	8,192	SH		DEFIN
ABB LTD	SPONSORED ADR	000375204	72,869	4,052,806	SH		DEFIN
AFLAC INC	COM	001055102	224,694	4,884,654	SH		DEFIN
AES CORP	COM	00130H105	2,766	125,521	SH		DEFIN
AT&T INC	COM	00206R102	42,752	1,195,856	SH		DEFIN
ABBOTT LABS	COM	002824100	217,925	4,473,926	SH		DEFIN
ACHILLION PHARMACEUTICALS IN	COM	00448Q201	993	61,669	SH		SOLE
ACORDA THERAPEUTICS INC	COM	00484M106	913	57,634	SH		SOLE
ACTIVISION INC NEW	COM NEW	004930202	55,342	3,210,107	SH		DEFIN
ADAMS RESPIRATORY THERAPEUTI	COM	00635P107	217	5,311	SH		SOLE
ADOBE SYS INC	COM	00724F101	875	21,290	SH		DEFIN
ADVANCE AUTO PARTS INC	COM	00751Y106	1,747	49,119	SH		DEFIN
ADVANCED MEDICAL OPTICS INC	COM	00763M108	21,609	613,882	SH		DEFIN
AETNA INC NEW	COM	00817Y108	284,078	6,578,932	SH		DEFIN
AFFILIATED COMPUTER SERVICES	CL A	008190100	15,225	311,727	SH		DEFIN
AFFILIATED MANAGERS GROUP	COM	008252108	16,004	152,229	SH		DEFIN
AIR PRODS & CHEMS INC	COM	009158106	37,918	539,522	SH		DEFIN
ALBERTO CULVER CO NEW	COM	013078100	57,263	2,669,617	SH		DEFIN
ALCOA INC	COM	013817101	4,375	145,793	SH		DEFIN
ALLEGHANY CORP DEL	COM	017175100	19,606	53,922	SH		DEFIN

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ALLEGHENY ENERGY INC	COM	017361106	2,094	45,621	SH	DEFIN
ALLERGAN INC	COM	018490102	203	1,694	SH	DEFIN
ALLSTATE CORP	COM	020002101	160,169	2,459,974	SH	DEFIN
ALLTEL CORP	COM	020039103	172,342	2,849,566	SH	DEFIN
ALTRIA GROUP INC	COM	02209S103	24,089	280,693	SH	DEFIN
ALTUS PHARMACEUTICALS INC	COM	02216N105	772	40,957	SH	SOLE
AMBASSADORS GROUP INC	COM	023177108	12,140	400,000	SH	DEFIN
AMBASSADORS INTL INC	COM	023178106	9,124	200,000	SH	DEFIN
AMEREN CORP	COM	023608102	9,060	168,624	SH	DEFIN
AMERICA MOVIL S A DE C V	SPON ADR L SHS	02364W105	123,255	2,725,671	SH	DEFIN
AMERICAN ELEC PWR INC	COM	025537101	26,930	632,457	SH	DEFIN
AMERICAN EXPRESS CO	COM	025816109	10,694	176,271	SH	DEFIN
AMERICAN INTL GROUP INC	COM	026874107	725,876	10,129,440	SH	DEFIN
AMERICAN TOWER CORP	CL A	029912201	23,920	641,636	SH	DEFIN
AMERIPRISE FINL INC	COM	03076C106	7,783	142,806	SH	DEFIN
AMGEN INC	COM	031162100	754,645	11,047,360	SH	DEFIN
AMYLIN PHARMACEUTICALS INC	COM	032346108	13,727	380,569	SH	DEFIN
ANALOG DEVICES INC	COM	032654105	258,655	7,869,038	SH	DEFIN
ANGLO AMERN PLC	ADR	03485P102	7,050	288,800	SH	DEFIN
ANGIOTECH PHARMACEUTICALS IN	COM	034918102	8,376	1,022,676	SH	DEFIN
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	4,709	100,000	SH	DEFIN
ANHEUSER BUSCH COS INC	COM	035229103	9,371	190,462	SH	DEFIN
AON CORP	COM	037389103	22,716	642,783	SH	DEFIN
APPLE COMPUTER INC	COM	037833100	15,557	183,363	SH	DEFIN
AQUANTIVE INC	COM	03839G105	4,334	175,764	SH	DEFIN
ARACRUZ CELULOSE S A	SPON ADR PFD B	038496204	337	5,500	SH	DEFIN
ARCH COAL INC	COM	039380100	1,502	50,000	SH	DEFIN
AUTODESK INC	COM	052769106	2,100	51,905	SH	DEFIN
AUTOMATIC DATA PROCESSING IN	COM	053015103	126,978	2,578,230	SH	DEFIN
AUTOZONE INC	COM	053332102	30,207	261,398	SH	DEFIN
AVON PRODS INC	COM	054303102	4,446	134,560	SH	DEFIN
BJ SVCS CO	COM	055482103	573	19,555	SH	DEFIN
BAKER HUGHES INC	COM	057224107	31,434	421,035	SH	DEFIN
BANK OF AMERICA CORPORATION	COM	060505104	692,537	12,971,291	SH	DEFIN
BANK NEW YORK INC	COM	064057102	28,023	711,785	SH	DEFIN
BARRICK GOLD CORP	COM	067901108	163,375	5,321,651	SH	DEFIN
BARR PHARMACEUTICALS INC	COM	068306109	24,154	481,928	SH	DEFIN
BAXTER INTL INC	COM	071813109	198,957	4,288,800	SH	DEFIN
BEAR STEARNS COS INC	COM	073902108	1,586	9,744	SH	DEFIN
BED BATH & BEYOND INC	COM	075896100	400,213	10,504,288	SH	DEFIN
BELLSOUTH CORP	COM	079860102	12,725	270,114	SH	DEFIN
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	57,978	15,815	SH	DEFIN
BEST BUY INC	COM	086516101	6,141	124,844	SH	DEFIN
BIOMET INC	COM	090613100	234	5,675	SH	DEFIN
BIOGEN IDEC INC	COM	09062X103	2,299	46,734	SH	DEFIN
BLACK & DECKER CORP	COM	091797100	1,334	16,678	SH	DEFIN
BLACKROCK INC	COM	09247X101	32,295	212,607	SH	DEFIN
BOEING CO	COM	097023105	5,514	62,069	SH	DEFIN
BOSTON PROPERTIES INC	COM	101121101	1,698	15,175	SH	DEFIN
BOSTON SCIENTIFIC CORP	COM	101137107	37,705	2,194,692	SH	DEFIN
BOYD GAMING CORP	COM	103304101	6,637	146,471	SH	DEFIN
BRISTOL MYERS SQUIBB CO	COM	110122108	16,704	634,651	SH	DEFIN
BURLINGTON NORTHN SANTA FE C	COM	12189T104	30,414	412,060	SH	DEFIN
CBS CORP NEW	CL B	124857202	4,174	133,877	SH	DEFIN
CB RICHARD ELLIS GROUP INC	CL A	12497T101	166,407	5,012,258	SH	DEFIN
C D W CORP	COM	12512N105	5,271	74,961	SH	DEFIN
CIT GROUP INC	COM	125581108	4,344	77,891	SH	DEFIN
CSX CORP	COM	126408103	48,765	1,416,342	SH	DEFIN
CVB FINL CORP	COM	126600105	11,259	778,648	SH	DEFIN
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	47,137	1,655,108	SH	DEFIN
CABOT CORP	COM	127055101	8,160	187,284	SH	DEFIN
CADENCE DESIGN SYSTEM INC	COM	127387108	223	12,463	SH	SOLE

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CALAMOS ASSET MGMT INC	CL A	12811R104	14,162	527,848	SH	DEFIN
CANADIAN NAT RES LTD	COM	136385101	1,065	20,000	SH	DEFIN
CAPITAL ONE FINL CORP	COM	14040H105	9,080	118,193	SH	DEFIN
CARDINAL HEALTH INC	COM	14149Y108	5,736	89,032	SH	DEFIN
CAREMARK RX INC	COM	141705103	18,848	330,036	SH	DEFIN
CARNIVAL CORP	PAIRED CTF	143658300	347,150	7,077,473	SH	DEFIN
CARTER INC	COM	146229109	601	23,562	SH	SOLE
CATALYTICA ENERGY SYS INC	COM	148884109	379	183,120	SH	DEFIN
CATERPILLAR INC DEL	COM	149123101	5,568	90,783	SH	DEFIN
CENTERPLATE INC	UNIT 99/99/9999	15200E204	15,649	823,641	SH	SOLE
CENTEX CORP	COM	152312104	1,231	21,880	SH	DEFIN
CENTRAL EUROPEAN DIST CORP	COM	153435102	3,105	104,536	SH	DEFIN
CHECKFREE CORP NEW	COM	162813109	42,496	1,058,178	SH	DEFIN
CHEESECAKE FACTORY INC	COM	163072101	20,114	817,648	SH	DEFIN
CHEVRON CORP NEW	COM	166764100	59,088	803,590	SH	DEFIN
CHOICEPOINT INC	COM	170388102	10,406	264,256	SH	DEFIN
CHUBB CORP	COM	171232101	94,023	1,777,036	SH	DEFIN
CIENA CORP	COM NEW	171779309	461	16,630	SH	SOLE
CISCO SYS INC	COM	17275R102	721,350	26,394,072	SH	DEFIN
CITIGROUP INC	COM	172967101	474,922	8,526,430	SH	DEFIN
CITRIX SYS INC	COM	177376100	4,644	171,700	SH	DEFIN
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	2,918	82,100	SH	DEFIN
CLOROX CO DEL	COM	189054109	229,599	3,579,098	SH	DEFIN
COCA COLA CO	COM	191216100	368,531	7,637,943	SH	DEFIN
COGENT INC	COM	19239Y108	18,744	1,702,429	SH	DEFIN
COLEY PHARMACEUTICAL GROUP I	COM	19388P106	1,348	139,084	SH	SOLE
COLGATE PALMOLIVE CO	COM	194162103	300,008	4,598,531	SH	DEFIN
COMCAST CORP NEW	CL A	20030N101	21,877	516,824	SH	DEFIN
COMCAST CORP NEW	CL A SPL	20030N200	582,158	13,900,623	SH	DEFIN
COMMUNITY HEALTH SYS INC NEW	COM	203668108	436	11,943	SH	DEFIN
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	310,301	11,820,973	SH	DEFIN
COMPANHIA DE BEBIDAS DAS AME	SPON ADR PFD	20441W203	533	10,922	SH	DEFIN
COMVERSE TECHNOLOGY INC	COM PAR \$0.10	205862402	16,911	801,099	SH	DEFIN
CONEXANT SYSTEMS INC	COM	207142100	54	26,566	SH	SOLE
CONOCOPHILLIPS	COM	20825C104	20,102	279,394	SH	DEFIN
CONSOLIDATED EDISON INC	COM	209115104	2,160	44,932	SH	DEFIN
CONSTELLATION ENERGY GROUP I	COM	210371100	140,988	2,047,165	SH	DEFIN
CORINTHIAN COLLEGES INC	COM	218868107	22,585	1,657,012	SH	DEFIN
CORNING INC	COM	219350105	10,961	585,849	SH	DEFIN
CORPORATE EXECUTIVE BRD CO	COM	21988R102	14,489	165,211	SH	DEFIN
COSTAR GROUP INC	COM	22160N109	11,704	218,520	SH	DEFIN
CUMULUS MEDIA INC	CL A	231082108	2,765	266,109	SH	SOLE
DG FASTCHANNEL INC	COM	23326R109	1,258	93,352	SH	SOLE
DPL INC	COM	233293109	828	29,794	SH	DEFIN
D R HORTON INC	COM	23331A109	1,470	55,502	SH	DEFIN
DST SYS INC DEL	COM	233326107	12,900	205,972	SH	DEFIN
DTE ENERGY CO	COM	233331107	15,238	314,768	SH	DEFIN
DANAHER CORP DEL	COM	235851102	24,526	338,576	SH	DEFIN
DAVITA INC	COM	23918K108	35,090	616,918	SH	DEFIN
DEERE & CO	COM	244199105	128,507	1,351,709	SH	DEFIN
DELL INC	COM	24702R101	47,642	1,898,841	SH	DEFIN
DENTSPLY INTL INC NEW	COM	249030107	16,606	556,329	SH	DEFIN
DEVON ENERGY CORP NEW	COM	25179M103	10,243	152,692	SH	DEFIN
DIAGEO P L C	SPON ADR NEW	25243Q205	43,643	550,281	SH	DEFIN
DICKS SPORTING GOODS INC	COM	253393102	258	5,269	SH	DEFIN
DISNEY WALT CO	COM DISNEY	254687106	15,057	439,361	SH	DEFIN
DR REDDYS LABS LTD	ADR	256135203	4,245	233,267	SH	DEFIN
DOMINION RES INC VA NEW	COM	25746U109	175,658	2,095,157	SH	DEFIN
DOUGLAS EMMETT INC	COM	25960P109	8,605	323,603	SH	DEFIN
DOVER CORP	COM	260003108	602,305	12,286,931	SH	DEFIN
DOW CHEM CO	COM	260543103	9,991	250,411	SH	DEFIN
DRESSER-RAND GROUP INC	COM	261608103	12,630	516,142	SH	DEFIN

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DU PONT E I DE NEMOURS & CO	COM	263534109	8,182	167,968	SH	DEFIN
DUKE ENERGY CORP NEW	COM	26441C105	113,621	3,421,302	SH	DEFIN
E M C CORP MASS	COM	268648102	92,579	7,013,556	SH	DEFIN
EOG RES INC	COM	26875P101	96,850	1,550,834	SH	DEFIN
EATON CORP	COM	278058102	176,575	2,349,953	SH	DEFIN
EBAY INC	COM	278642103	176,427	5,867,217	SH	DEFIN
ECOLAB INC	COM	278865100	2,007	44,409	SH	DEFIN
EDISON INTL	COM	281020107	81,338	1,788,432	SH	DEFIN
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	1,082	26,119	SH	DEFIN
EMCORE CORP	COM	290846104	1,272	230,020	SH	SOLE
EMERSON ELEC CO	COM	291011104	107,451	2,437,091	SH	DEFIN
EMPRESA NACIONAL DE ELCTRCID	SPONSORED ADR	29244T101	371	10,100	SH	DEFIN
ENCANA CORP	COM	292505104	2,757	60,000	SH	DEFIN
ENTERGY CORP NEW	COM	29364G103	30,956	335,309	SH	DEFIN
EQUITY RESIDENTIAL	SH BEN INT	29476L107	923	18,178	SH	DEFIN
EXELON CORP	COM	30161N101	14,253	230,298	SH	DEFIN
EXXON MOBIL CORP	COM	30231G102	1,196,916	15,619,412	SH	DEFIN
FPL GROUP INC	COM	302571104	54,081	993,773	SH	DEFIN
FAMILY DLR STORES INC	COM	307000109	1,323	45,097	SH	DEFIN
FEDERAL HOME LN MTG CORP	COM	313400301	205,842	3,031,552	SH	DEFIN
FEDERAL NATL MTG ASSN	COM	313586109	341,832	5,755,720	SH	DEFIN
FEDERATED DEPT STORES INC DE	COM	31410H101	3,712	97,357	SH	DEFIN
FEDEX CORP	COM	31428X106	885	8,152	SH	DEFIN
FIDELITY NATL INFORMATION SV	COM	31620M106	69,212	1,726,424	SH	DEFIN
FIFTH THIRD BANCORP	COM	316773100	1,930	47,155	SH	DEFIN
FIRST DATA CORP	COM	319963104	218,592	8,565,527	SH	DEFIN
FISERV INC	COM	337738108	8,369	159,662	SH	DEFIN
FIRSTENERGY CORP	COM	337932107	47,548	788,517	SH	DEFIN
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	11,017	95,172	SH	DEFIN
FORTUNE BRANDS INC	COM	349631101	2,518	29,486	SH	DEFIN
FRANKLIN RES INC	COM	354613101	9,633	87,439	SH	DEFIN
FREEMPORT-MCMORAN COPPER & GO	CL B	35671D857	90,192	1,618,379	SH	DEFIN
GANNETT INC	COM	364730101	3,150	52,096	SH	DEFIN
GEN-PROBE INC NEW	COM	36866T103	265	5,058	SH	DEFIN
GENENTECH INC	COM NEW	368710406	253	3,116	SH	DEFIN
GENERAL DYNAMICS CORP	COM	369550108	70,769	951,833	SH	DEFIN
GENERAL ELECTRIC CO	COM	369604103	3,530,865	94,890,227	SH	DEFIN
GENERAL MLS INC	COM	370334104	161,468	2,803,263	SH	DEFIN
GENESIS LEASE LTD	ADR	37183T107	81,075	3,450,000	SH	SOLE
GILEAD SCIENCES INC	COM	375558103	85,154	1,311,471	SH	DEFIN
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	61,915	1,173,517	SH	DEFIN
GLOBAL CASH ACCESS HLDGS INC	COM	378967103	12,916	795,793	SH	DEFIN
GOLDCORP INC NEW	COM	380956409	2,492	87,624	SH	DEFIN
GOLDMAN SACHS GROUP INC	COM	38141G104	840	4,213	SH	DEFIN
GOOGLE INC	CL A	38259P508	14,780	32,097	SH	DEFIN
GREENHILL & CO INC	COM	395259104	18,180	246,347	SH	DEFIN
GRUPO TELEVISIA SA DE CV	SP ADR REP ORD	40049J206	802	29,692	SH	DEFIN
HCC INS HLDGS INC	COM	404132102	45,060	1,404,166	SH	DEFIN
HALLIBURTON CO	COM	406216101	100,859	3,248,277	SH	DEFIN
HARMAN INTL INDS INC	COM	413086109	832	8,326	SH	DEFIN
HARMONY GOLD MNG LTD	SPONSORED ADR	413216300	13,789	875,495	SH	DEFIN
HARRIS CORP DEL	COM	413875105	25,573	557,624	SH	DEFIN
HARSCO CORP	COM	415864107	18,479	242,829	SH	DEFIN
HARTFORD FINL SVCS GROUP INC	COM	416515104	30,811	330,199	SH	DEFIN
HAYES LEMMERZ INTL INC	COM NEW	420781304	3,033	775,576	SH	SOLE
HESS CORP	COM	42809H107	135,965	2,742,889	SH	DEFIN
HEWLETT PACKARD CO	COM	428236103	100,502	2,439,968	SH	DEFIN
HEXCEL CORP NEW	COM	428291108	24,242	1,392,446	SH	DEFIN
HILTON HOTELS CORP	COM	432848109	110,987	3,180,133	SH	DEFIN
HOME DEPOT INC	COM	437076102	384,139	9,565,223	SH	DEFIN
HUGOTON RTY TR TEX	UNIT BEN INT	444717102	12,020	488,600	SH	DEFIN
HUNTSMAN CORP	COM	447011107	13,179	694,735	SH	DEFIN

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ITT CORP NEW	COM	450911102	39,777	700,056	SH	DEFIN
ICICI BK LTD	ADR	45104G104	26,225	628,290	SH	DEFIN
IDEARC INC	COM	451663108	346	12,088	SH	DEFIN
IKANOS COMMUNICATIONS	COM	45173E105	307	35,285	SH	SOLE
ILLINOIS TOOL WKS INC	COM	452308109	1,126	24,372	SH	SOLE
ILLINOIS TOOL WKS INC	COM	452308109	2,139	46,312	SH	DEFIN
INTEL CORP	COM	458140100	144,603	7,140,886	SH	DEFIN
INTERNAP NETWORK SVCS CORP	COM PAR \$.001	45885A300	321	16,167	SH	SOLE
INTERNATIONAL BUSINESS MACHS	COM	459200101	217,259	2,236,324	SH	DEFIN
INTERNATIONAL GAME TECHNOLOG	COM	459902102	6,589	142,628	SH	DEFIN
INTL PAPER CO	COM	460146103	1,085	31,827	SH	DEFIN
INTUIT	COM	461202103	265,415	8,699,285	SH	DEFIN
IRON MTN INC	COM	462846106	11,077	267,948	SH	DEFIN
ISHARES INC	MSCI TAIWAN	464286731	518	35,690	SH	DEFIN
ISHARES TR	MSCI EMERG MKT	464287234	489	4,283	SH	DEFIN
ISHARES TR	MSCI EAFE IDX	464287465	435	5,946	SH	DEFIN
ISHARES SILVER TRUST	ISHARES	46428Q109	3,153	24,514	SH	DEFIN
ITC HLDGS CORP	COM	465685105	7,130	178,685	SH	DEFIN
JP MORGAN CHASE & CO	COM	46625H100	33,569	695,009	SH	DEFIN
JOHNSON & JOHNSON	COM	478160104	270,658	4,099,641	SH	DEFIN
JOY GLOBAL INC	COM	481165108	12,199	252,350	SH	DEFIN
JUNIPER NETWORKS INC	COM	48203R104	17,883	944,174	SH	DEFIN
K & F INDS HLDGS INC	COM	482241106	50,642	2,229,922	SH	DEFIN
KLA-TENCOR CORP	COM	482480100	2,051	41,230	SH	DEFIN
KB HOME	COM	48666K109	944	18,412	SH	DEFIN
KELLOGG CO	COM	487836108	175,514	3,506,067	SH	DEFIN
KIMBERLY CLARK CORP	COM	494368103	175,805	2,587,263	SH	DEFIN
KINDER MORGAN INC KANS	COM	49455P101	3,384	32,003	SH	DEFIN
KITTY HAWK INC	COM NEW	498326206	18	32,246	SH	SOLE
KOHL'S CORP	COM	500255104	9,300	135,900	SH	DEFIN
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	78,733	2,095,086	SH	DEFIN
KOOKMIN BK NEW	SPONSORED ADR	50049M109	16,930	209,950	SH	DEFIN
KROGER CO	COM	501044101	9,560	414,400	SH	DEFIN
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	1,377	16,832	SH	DEFIN
LAM RESEARCH CORP	COM	512807108	4,035	79,720	SH	DEFIN
LEAP WIRELESS INTL INC	COM NEW	521863308	2,697	45,352	SH	DEFIN
LEGGETT & PLATT INC	COM	524660107	912	38,158	SH	DEFIN
LEGG MASON INC	COM	524901105	21,213	223,181	SH	DEFIN
LENNAR CORP	CL A	526057104	1,477	28,152	SH	DEFIN
LIBERTY GLOBAL INC	COM SER A	530555101	239	8,210	SH	DEFIN
LIBERTY GLOBAL INC	COM SER C	530555309	32	1,128	SH	SOLE
LIBERTY GLOBAL INC	COM SER C	530555309	279,763	9,991,519	SH	DEFIN
LIBERTY MEDIA HLDG CORP	INT COM SER A	53071M104	258,409	11,980,027	SH	DEFIN
LIBERTY MEDIA HLDG CORP	CAP COM SER A	53071M302	228,533	2,332,444	SH	DEFIN
LIFE TIME FITNESS INC	COM	53217R207	9,793	201,866	SH	DEFIN
LILLY ELI & CO	COM	532457108	44,889	861,600	SH	DEFIN
LINCARE HLDGS INC	COM	532791100	245,615	6,165,042	SH	DEFIN
LINCOLN NATL CORP IND	COM	534187109	1,296	19,520	SH	DEFIN
LINEAR TECHNOLOGY CORP	COM	535678106	141,177	4,656,236	SH	DEFIN
LOCKHEED MARTIN CORP	COM	539830109	2,762	30,000	SH	DEFIN
LOWES COS INC	COM	548661107	54,355	1,744,952	SH	DEFIN
M & T BK CORP	COM	55261F104	9,910	81,120	SH	DEFIN
MACERICH CO	COM	554382101	1,574	18,184	SH	DEFIN
MACROVISION CORP	COM	555904101	11,291	399,528	SH	DEFIN
MAGUIRE PPTYS INC	COM	559775101	9,327	233,166	SH	DEFIN
MANOR CARE INC NEW	COM	564055101	17,762	378,558	SH	DEFIN
MARRIOTT INTL INC NEW	CL A	571903202	5,820	121,954	SH	DEFIN
MARTEK BIOSCIENCES CORP	COM	572901106	10,404	445,774	SH	DEFIN
MARTIN MARIETTA MATLS INC	COM	573284106	18,483	177,873	SH	DEFIN
MAXIM INTEGRATED PRODS INC	COM	57772K101	137,655	4,495,605	SH	DEFIN
MCDONALDS CORP	COM	580135101	11,772	265,558	SH	DEFIN
MCGRAW HILL COS INC	COM	580645109	4,319	63,494	SH	DEFIN

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MCKESSON CORP	COM	58155Q103	281	5,543	SH	DEFIN
MEADWESTVACO CORP	COM	583334107	2,405	80,000	SH	DEFIN
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	78,575	1,470,348	SH	DEFIN
MEDICAL STAFFING NETWK HLDGS	COM	58463F104	6,432	1,095,794	SH	DEFIN
MEDTRONIC INC	COM	585055106	351,964	6,577,528	SH	DEFIN
MELLON FINL CORP	COM	58551A108	254,978	6,049,300	SH	DEFIN
MERCK & CO INC	COM	589331107	7,013	160,840	SH	DEFIN
MERRILL LYNCH & CO INC	COM	590188108	221,805	2,382,443	SH	DEFIN
METLIFE INC	COM	59156R108	343,973	5,829,068	SH	DEFIN
METTLER TOLEDO INTERNATIONAL	COM	592688105	13,856	175,726	SH	DEFIN
MICROSOFT CORP	COM	594918104	1,016,413	34,039,283	SH	DEFIN
MICROCHIP TECHNOLOGY INC	COM	595017104	112,350	3,435,789	SH	DEFIN
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	18,452	367,647	SH	DEFIN
MOLEX INC	CL A	608554200	364,980	13,176,180	SH	DEFIN
MONEYGRAM INTL INC	COM	60935Y109	19,314	615,881	SH	DEFIN
MONSANTO CO NEW	COM	61166W101	506,713	9,646,161	SH	DEFIN
MORGAN STANLEY	COM NEW	617446448	71,835	882,167	SH	DEFIN
MOTOROLA INC	COM	620076109	11,096	539,674	SH	DEFIN
MURPHY OIL CORP	COM	626717102	1,526	30,000	SH	DEFIN
NII HLDGS INC	CL B NEW	62913F201	16,857	261,596	SH	DEFIN
NATIONAL FINL PARTNERS CORP	COM	63607P208	2,370	53,903	SH	DEFIN
NATIONAL LAMPOON INC NEW	COM	636637100	89	40,296	SH	SOLE
NATIONAL OILWELL VARCO INC	COM	637071101	3,416	55,830	SH	DEFIN
NATIONAL SEMICONDUCTOR CORP	COM	637640103	64,031	2,820,754	SH	DEFIN
NAVTEQ CORP	COM	63936L100	27,829	795,799	SH	DEFIN
NEKTAR THERAPEUTICS	COM	640268108	869	57,120	SH	DEFIN
NEUSTAR INC	CL A	64126X201	11,827	364,596	SH	DEFIN
NEW YORK TIMES CO	CL A	650111107	482	19,784	SH	DEFIN
NEWCASTLE INVT CORP	COM	65105M108	23,490	750,000	SH	DEFIN
NEWELL RUBBERMAID INC	COM	651229106	1,495	51,633	SH	DEFIN
NEWMONT MINING CORP	COM	651639106	8,309	184,033	SH	DEFIN
NEWTEK BUSINESS SVCS INC	COM	652526104	29	14,609	SH	DEFIN
NEXEN INC	COM	65334H102	48,346	879,015	SH	DEFIN
NIKE INC	CL B	654106103	1,841	18,590	SH	DEFIN
NORTEL NETWORKS CORP NEW	COM NEW	656568508	45	1,687	SH	SOLE
NORTEL NETWORKS CORP NEW	COM NEW	656568508	4,874	182,332	SH	DEFIN
NORTHEAST UTILS	COM	664397106	350	12,437	SH	DEFIN
NORTHROP GRUMMAN CORP	COM	666807102	105,524	1,558,697	SH	DEFIN
NOVARTIS A G	SPONSORED ADR	66987V109	55,722	970,082	SH	DEFIN
NOVELLUS SYS INC	COM	670008101	2,263	65,740	SH	DEFIN
NUCOR CORP	COM	670346105	3,330	60,924	SH	DEFIN
NVIDIA CORP	COM	67066G104	1,198	32,370	SH	DEFIN
NUVEEN INVTS INC	CL A	67090F106	4,296	82,807	SH	DEFIN
OCCIDENTAL PETE CORP DEL	COM	674599105	158,017	3,236,071	SH	DEFIN
OMNICARE INC	COM	681904108	301	7,789	SH	DEFIN
OMNICOM GROUP INC	COM	681919106	270,553	2,588,038	SH	DEFIN
OPEN JT STK CO-VIMPEL COMMUN	SPONSORED ADR	68370R109	1,714	21,714	SH	DEFIN
ORACLE CORP	COM	68389X105	484,510	28,267,775	SH	DEFIN
O REILLY AUTOMOTIVE INC	COM	686091109	14,736	459,641	SH	DEFIN
PG&E CORP	COM	69331C108	44,002	929,688	SH	DEFIN
POSCO	SPONSORED ADR	693483109	2,536	30,676	SH	DEFIN
PPL CORP	COM	69351T106	32,005	893,006	SH	DEFIN
PAN AMERICAN SILVER CORP	COM	697900108	6,238	247,841	SH	DEFIN
PAYCHEX INC	COM	704326107	287,447	7,269,783	SH	DEFIN
PEABODY ENERGY CORP	COM	704549104	19,003	470,266	SH	DEFIN
PEPSICO INC	COM	713448108	649,939	10,390,712	SH	DEFIN
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V101	251,579	2,712,150	SH	DEFIN
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	13,829	134,273	SH	DEFIN
PFIZER INC	COM	717081103	574,374	22,176,585	SH	DEFIN
PHARMION CORP	COM	71715B409	21,394	831,172	SH	DEFIN
PHELPS DODGE CORP	COM	717265102	7,292	60,907	SH	DEFIN
PINNACLE WEST CAP CORP	COM	723484101	324	6,387	SH	DEFIN

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PITNEY BOWES INC	COM	724479100	3,233	70,000	SH	DEFIN
POTASH CORP SASK INC	COM	73755L107	14,884	103,733	SH	DEFIN
PRAXAIR INC	COM	74005P104	106,999	1,803,461	SH	DEFIN
PRICE T ROWE GROUP INC	COM	74144T108	6,541	149,446	SH	DEFIN
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	4,030	68,647	SH	DEFIN
PROCTER & GAMBLE CO	COM	742718109	161,192	2,508,051	SH	DEFIN
PROGRESS ENERGY INC	COM	743263105	10,942	222,947	SH	DEFIN
PROLOGIS	SH BEN INT	743410102	1,953	32,142	SH	DEFIN
PRUDENTIAL FINL INC	COM	744320102	73,399	854,863	SH	DEFIN
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	25,078	668,387	SH	DEFIN
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	1,622	24,430	SH	DEFIN
PUBLIC STORAGE INC	COM	74460D109	1,541	15,807	SH	DEFIN
PULTE HOMES INC	COM	745867101	11,288	340,815	SH	DEFIN
QUALCOMM INC	COM	747525103	138,507	3,665,172	SH	DEFIN
QUEST DIAGNOSTICS INC	COM	74834L100	49,341	930,955	SH	DEFIN
RAYONIER INC	COM	754907103	12,007	292,500	SH	DEFIN
RECKSON ASSOCS RLTYP CORP	COM	75621K106	947	20,761	SH	DEFIN
REGAL ENTMT GROUP	CL A	758766109	15,118	709,122	SH	DEFIN
REGENT COMMUNICATIONS INC DE	COM	758865109	3,113	1,099,998	SH	SOLE
REGIONS FINANCIAL CORP NEW	COM	7591EP100	14,856	397,227	SH	DEFIN
RESMED INC	COM	761152107	28,371	576,410	SH	DEFIN
RESTORE MEDICAL INC	COM	76128C100	3,671	872,069	SH	DEFIN
ROCKWELL AUTOMATION INC	COM	773903109	5,774	94,531	SH	DEFIN
ROCKWELL COLLINS INC	COM	774341101	43,370	685,261	SH	DEFIN
ROHM & HAAS CO	COM	775371107	4,820	94,286	SH	DEFIN
ROSS STORES INC	COM	778296103	1,929	65,822	SH	DEFIN
ROTECH HEALTHCARE INC	COM	778669101	5,715	2,551,156	SH	SOLE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	3,186	45,000	SH	DEFIN
SAIC INC	COM	78390X101	11,697	657,495	SH	DEFIN
SL GREEN RLTYP CORP	COM	78440X101	13,916	104,805	SH	DEFIN
SLM CORP	COM	78442P106	231,361	4,743,927	SH	DEFIN
SPDR TR	UNIT SER 1	78462F103	1,771	12,504	SH	DEFIN
SAFECO CORP	COM	786429100	5,546	88,665	SH	DEFIN
ST JUDE MED INC	COM	790849103	2,832	77,459	SH	DEFIN
SALLY BEAUTY HLDGS INC	COM	79546E104	22,894	2,935,128	SH	DEFIN
SARA LEE CORP	COM	803111103	18,668	1,096,163	SH	DEFIN
SCANA CORP NEW	COM	80589M102	19,515	480,433	SH	DEFIN
SCHEIN HENRY INC	COM	806407102	15,533	317,134	SH	DEFIN
SCHLUMBERGER LTD	COM	806857108	557,681	8,829,648	SH	DEFIN
SCRIPPS E W CO OHIO	CL A	811054204	18,795	376,344	SH	DEFIN
SEALED AIR CORP NEW	COM	81211K100	11,166	172,002	SH	DEFIN
SEARS HLDGS CORP	COM	812350106	222	1,322	SH	SOLE
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	9,591	261,042	SH	DEFIN
SELECT SECTOR SPDR TR	SBI INT-INDS	81369Y704	38,162	1,090,025	SH	DEFIN
SEMPRA ENERGY	COM	816851109	1,558	27,807	SH	DEFIN
SIGMA ALDRICH CORP	COM	826552101	452	5,817	SH	DEFIN
SIMON PPTY GROUP INC NEW	COM	828806109	5,212	51,455	SH	DEFIN
SMITH & NEPHEW PLC	SPDN ADR NEW	83175M205	45,366	866,912	SH	DEFIN
SMTC CORP	COM NEW	832682207	1,074	443,706	SH	SOLE
SNAP ON INC	COM	833034101	558	11,720	SH	DEFIN
SOHU COM INC	COM	83408W103	463	19,300	SH	DEFIN
SOUTHERN CO	COM	842587107	12,233	331,865	SH	DEFIN
SOUTHWEST AIRLCS CO	COM	844741108	77,576	5,063,740	SH	DEFIN
SPIRIT AEROSYSTEMS HLDGS INC	COM CL A	848574109	872	26,062	SH	DEFIN
SPRINT NEXTEL CORP	COM FON	852061100	67,379	3,566,896	SH	DEFIN
STANLEY WKS	COM	854616109	857	17,047	SH	DEFIN
STAPLES INC	COM	855030102	126,995	4,756,360	SH	DEFIN
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	45,556	728,896	SH	DEFIN
STATE STR CORP	COM	857477103	511,291	7,581,418	SH	DEFIN
STERICYCLE INC	COM	858912108	132	1,745	SH	SOLE
STERICYCLE INC	COM	858912108	19,769	261,841	SH	DEFIN
STREETTRACKS GOLD TR	GOLD SHS	863307104	3,836	60,685	SH	DEFIN



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SUN MICROSYSTEMS INC	COM	866810104	21,786	4,019,618	SH	DEFIN
SUNCOR ENERGY INC	COM	867229106	4,735	60,000	SH	DEFIN
SUNPOWER CORP	COM CL A	867652109	13,837	372,262	SH	DEFIN
SUNTRUST BKS INC	COM	867914103	271,645	3,216,640	SH	DEFIN
SYMANTEC CORP	COM	871503108	681	32,641	SH	DEFIN
TXU CORP	COM	873168108	4,743	87,494	SH	DEFIN
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	31,250	2,859,121	SH	DEFIN
TARGET CORP	COM	87612E106	218,874	3,836,523	SH	DEFIN
TATA MTRS LTD	SPONSORED ADR	876568502	2,395	117,244	SH	DEFIN
TELLABS INC	COM	879664100	638	62,180	SH	DEFIN
TEMPUR PEDIC INTL INC	COM	88023U101	275	13,428	SH	SOLE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	7,124	229,226	SH	DEFIN
TEXAS INSTRS INC	COM	882508104	170,802	5,930,628	SH	DEFIN
TEXTRON INC	COM	883203101	137,955	1,471,203	SH	DEFIN
THERMO FISHER SCIENTIFIC INC	COM	883556102	72,032	1,590,469	SH	DEFIN
THIRD WAVE TECHNOLOGIES INC	COM	88428W108	134	27,922	SH	SOLE
3M CO	COM	88579Y101	76,596	982,884	SH	DEFIN
THRESHOLD PHARMACEUTICAL INC	COM	885807107	19	5,230	SH	SOLE
THRESHOLD PHARMACEUTICAL INC	COM	885807107	295	79,824	SH	DEFIN
TIME WARNER INC	COM	887317105	186,176	8,548,003	SH	DEFIN
TIVO INC	COM	888706108	6,076	1,186,814	SH	SOLE
TRIBUNE CO NEW	COM	896047107	671	21,809	SH	DEFIN
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	4,212	314,800	SH	DEFIN
TYCO INTL LTD NEW	COM	902124106	184,101	6,055,966	SH	DEFIN
US BANCORP DEL	COM NEW	902973304	124,020	3,426,924	SH	DEFIN
UNITED PARCEL SERVICE INC	CL B	911312106	12,348	164,679	SH	DEFIN
UNITED STATES STL CORP NEW	COM	912909108	1,210	16,547	SH	DEFIN
UNITED TECHNOLOGIES CORP	COM	913017109	310,611	4,968,184	SH	DEFIN
UNITEDHEALTH GROUP INC	COM	91324P102	352,075	6,552,677	SH	DEFIN
UNIVISION COMMUNICATIONS INC	CL A	914906102	9,726	274,585	SH	DEFIN
VALERO ENERGY CORP NEW	COM	91913Y100	11,170	218,344	SH	DEFIN
VALUEVISION MEDIA INC	CL A	92047K107	84,782	6,452,194	SH	SOLE
VASOGEN INC	COM	92232F103	200	555,556	SH	DEFIN
VERIZON COMMUNICATIONS	COM	92343V104	150,353	4,037,414	SH	DEFIN
VERTEX PHARMACEUTICALS INC	COM	92532F100	9,835	262,836	SH	DEFIN
VIACOM INC NEW	CL B	92553P201	79,655	1,941,393	SH	DEFIN
VIACELL INC	COM	92554J105	343	72,751	SH	SOLE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	85,358	3,072,632	SH	DEFIN
VORNADO RLTY TR	SH BEN INT	929042109	4,078	33,560	SH	DEFIN
VULCAN MATLS CO	COM	929160109	12,113	134,785	SH	DEFIN
WACHOVIA CORP 2ND NEW	COM	929903102	37,388	656,504	SH	DEFIN
WAL MART STORES INC	COM	931142103	35,526	769,301	SH	DEFIN
WASHINGTON MUT INC	COM	939322103	1,750	38,464	SH	DEFIN
WASTE MGMT INC DEL	COM	94106L109	7,333	199,426	SH	DEFIN
WEIGHT WATCHERS INTL INC NEW	COM	948626106	19,626	373,613	SH	DEFIN
WELLS FARGO & CO NEW	COM	949746101	35,346	993,993	SH	DEFIN
WESCO INTL INC	COM	95082P105	19,813	336,904	SH	DEFIN
WESTERN UN CO	COM	959802109	461,862	20,600,452	SH	DEFIN
WEYERHAEUSER CO	COM	962166104	8,345	118,118	SH	DEFIN
WHIRLPOOL CORP	COM	963320106	1,165	14,030	SH	DEFIN
WILLIAMS SONOMA INC	COM	969904101	12,950	411,891	SH	DEFIN
WIND RIVER SYSTEMS INC	COM	973149107	10,836	1,057,142	SH	DEFIN
WINDSTREAM CORP	COM	97381W104	5,685	399,821	SH	DEFIN
WISCONSIN ENERGY CORP	COM	976657106	1,460	30,766	SH	DEFIN
WRIGLEY WM JR CO	COM	982526105	1,034	20,000	SH	DEFIN
WYETH	COM	983024100	540,836	10,621,295	SH	DEFIN
XCEL ENERGY INC	COM	98389B100	1,140	49,435	SH	DEFIN
XILINX INC	COM	983919101	2,096	88,016	SH	DEFIN
XEROX CORP	COM	984121103	8,522	502,781	SH	DEFIN
YAHOO INC	COM	984332106	353,968	13,859,356	SH	DEFIN
ZARLINK SEMICONDUCTOR INC	COM	989139100	31	14,509	SH	SOLE
ZIMMER HLDGS INC	COM	98956P102	198,529	2,532,905	SH	DEFIN

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ZIONS BANCORPORATION

COM

989701107

16,143

195,813 SH

DEFIN