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GENERAL ELECTRIC CO
Form 13F-HR
October 28, 2008

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2008

Check here if Amendment []; Amendment Number:

This Amendment (Check only one.): [] 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: Assistant Controller
Phone: (203) 373-2535

Signature, Place, and Date of Signing:

| | | | |
|---------------------|---------------|-------|------------------|
| Robert R. DeGennaro | Fairfield, CT | 06828 | October 28, 2008 |
| ----- | ----- | ----- | ----- |
| (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: 1

Form 13F Information Table Entry Total: 409

Form 13F Information Table Value Total: \$27,179,890
(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 |
|------------------------------|----------------|-----------|-----------------|-----------------|---------|-----------|--------------------|
| ARCH CAP GROUP LTD | ORD | G0450A105 | 21814 | 298700 | SH | | DEFINE |
| AXIS CAPITAL HOLDINGS | SHS | G0692U109 | 55889 | 1762500 | SH | | DEFINE |
| ACCENTURE LTD BERMUDA | CL A | G1150G111 | 731 | 19232 | SH | | DEFINE |
| COOPER INDS LTD | CL A | G24182100 | 10911 | 273109 | SH | | DEFINE |
| COVIDIEN LTD | COM | G2552X108 | 138268 | 2571958 | SH | | DEFINE |
| GENPACT LIMITED | SHS | G3922B107 | 415053 | 39947363 | SH | | SOLE |
| INVESCO LTD | SHS | G491BT108 | 2065 | 98439 | SH | | DEFINE |
| MARVELL TECHNOLOGY GROUP LTD | ORD | G5876H105 | 15177 | 1631939 | SH | | DEFINE |
| NABORS INDUSTRIES LTD | SHS | G6359F103 | 36161 | 1451071 | SH | | DEFINE |
| NOBLE CORPORATION | SHS | G65422100 | 220 | 5000 | SH | | DEFINE |
| TRANSOCEAN INC NEW | SHS | G90073100 | 540389 | 4919787 | SH | | DEFINE |
| WEATHERFORD INTERNATIONAL LT | COM | G95089101 | 28880 | 1148771 | SH | | DEFINE |
| ABB LTD | SPONSORED ADR | 000375204 | 51605 | 2660069 | SH | | DEFINE |
| A D A M INC | COM | 00088U108 | 1075 | 196103 | SH | | SOLE |
| AFLAC INC | COM | 001055102 | 112788 | 1919788 | SH | | DEFINE |
| AES CORP | COM | 00130H105 | 720 | 61614 | SH | | DEFINE |
| AT&T INC | COM | 00206R102 | 58499 | 2095221 | SH | | DEFINE |
| ABBOTT LABS | COM | 002824100 | 187944 | 3264046 | SH | | DEFINE |
| ACHILLION PHARMACEUTICALS IN | COM | 00448Q201 | 107 | 82050 | SH | | SOLE |
| AETNA INC NEW | COM | 00817Y108 | 57018 | 1579008 | SH | | DEFINE |
| AFFILIATED COMPUTER SERVICES | CL A | 008190100 | 73685 | 1455363 | SH | | DEFINE |
| AFFILIATED MANAGERS GROUP | COM | 008252108 | 25370 | 306215 | SH | | DEFINE |
| AIR PRODS & CHEMS INC | COM | 009158106 | 1027 | 15000 | SH | | DEFINE |
| ALBERTO CULVER CO NEW | COM | 013078100 | 118210 | 4339563 | SH | | DEFINE |
| ALCOA INC | COM | 013817101 | 26966 | 1194232 | SH | | DEFINE |
| ALLEGHANY CORP DEL | COM | 017175100 | 19509 | 53448 | SH | | DEFINE |
| ALLEGHENY TECHNOLOGIES INC | COM | 01741R102 | 115387 | 3904789 | SH | | DEFINE |
| ALLERGAN INC | COM | 018490102 | 1217 | 23640 | SH | | DEFINE |
| ALLIANCE IMAGING INC | COM NEW | 018606202 | 11504 | 1120160 | SH | | SOLE |
| ALLIANT TECHSYSTEMS INC | COM | 018804104 | 39151 | 416769 | SH | | DEFINE |
| ALLSTATE CORP | COM | 020002101 | 32880 | 712926 | SH | | DEFINE |
| ALTRIA GROUP INC | COM | 02209S103 | 77572 | 3909888 | SH | | DEFINE |

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|------------------------------|----------------|-----------|--------|----------|----|--------|
| ALTUS PHARMACEUTICALS INC | COM | 02216N105 | 45 | 40957 | SH | SOLE |
| AMAZON COM INC | COM | 023135106 | 5577 | 76655 | SH | DEFINE |
| AMBASSADORS GROUP INC | COM | 023177108 | 6364 | 400000 | SH | DEFINE |
| AMBASSADORS INTL INC | COM | 023178106 | 398 | 200000 | SH | DEFINE |
| AMEREN CORP | COM | 023608102 | 2100 | 53793 | SH | DEFINE |
| AMERICA MOVIL SAB DE CV | SPON ADR L SHS | 02364W105 | 169991 | 3666754 | SH | DEFINE |
| AMERICAN APPAREL INC | COM | 023850100 | 9109 | 1110839 | SH | DEFINE |
| AMERICAN ELEC PWR INC | COM | 025537101 | 92788 | 2505749 | SH | DEFINE |
| AMERICAN EXPRESS CO | COM | 025816109 | 43701 | 1233433 | SH | DEFINE |
| AMERICAN TOWER CORP | CL A | 029912201 | 220871 | 6140416 | SH | DEFINE |
| AMERICAN WTR WKS CO INC NEW | COM | 030420103 | 20105 | 935126 | SH | DEFINE |
| AMERIPRISE FINL INC | COM | 03076C106 | 129669 | 3394468 | SH | DEFINE |
| AMGEN INC | COM | 031162100 | 589978 | 9954069 | SH | DEFINE |
| AMYLIN PHARMACEUTICALS INC | COM | 032346108 | 24148 | 1194273 | SH | DEFINE |
| ANALOG DEVICES INC | COM | 032654105 | 86905 | 3298120 | SH | DEFINE |
| ANGLO AMERN PLC | ADR NEW | 03485P201 | 4046 | 241838 | SH | DEFINE |
| ANGLOGOLD ASHANTI LTD | SPONSORED ADR | 035128206 | 2558 | 110716 | SH | DEFINE |
| ANHEUSER BUSCH COS INC | COM | 035229103 | 5735 | 88400 | SH | DEFINE |
| AON CORP | COM | 037389103 | 64587 | 1436548 | SH | DEFINE |
| APACHE CORP | COM | 037411105 | 58999 | 565774 | SH | DEFINE |
| APPLE INC | COM | 037833100 | 41343 | 363747 | SH | DEFINE |
| AUTOMATIC DATA PROCESSING IN | COM | 053015103 | 84231 | 1970315 | SH | DEFINE |
| BAIDU COM INC | SPON ADR REP A | 056752108 | 73754 | 297120 | SH | DEFINE |
| BANCO SANTANDER CHILE NEW | SP ADR REP COM | 05965X109 | 18095 | 422883 | SH | DEFINE |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 68543 | 1958378 | SH | DEFINE |
| BANK OF NEW YORK MELLON CORP | COM | 064058100 | 98350 | 3018715 | SH | DEFINE |
| BARE ESSENTUALS INC | COM | 067511105 | 225 | 20668 | SH | SOLE |
| BARRICK GOLD CORP | COM | 067901108 | 79591 | 2166339 | SH | DEFINE |
| BARR PHARMACEUTICALS INC | COM | 068306109 | 653 | 10000 | SH | DEFINE |
| BAXTER INTL INC | COM | 071813109 | 61264 | 933483 | SH | DEFINE |
| BED BATH & BEYOND INC | COM | 075896100 | 402396 | 12811095 | SH | DEFINE |
| BERKSHIRE HATHAWAY INC DEL | CL B | 084670207 | 57416 | 13064 | SH | DEFINE |
| BLACK & DECKER CORP | COM | 091797100 | 536 | 8820 | SH | DEFINE |
| BLACKBOARD INC | COM | 091935502 | 16104 | 399690 | SH | DEFINE |
| BLACKROCK INC | COM | 09247X101 | 25415 | 130670 | SH | DEFINE |
| BLACKROCK KELSO CAPITAL CORP | COM | 092533108 | 71016 | 6159270 | SH | DEFINE |
| BOEING CO | COM | 097023105 | 1515 | 26413 | SH | DEFINE |
| BOSTON PROPERTIES INC | COM | 101121101 | 2522 | 26922 | SH | DEFINE |
| BOSTON SCIENTIFIC CORP | COM | 101137107 | 96483 | 7863286 | SH | DEFINE |
| BRINKER INTL INC | COM | 109641100 | 662 | 36985 | SH | DEFINE |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 160694 | 7707128 | SH | DEFINE |
| BURLINGTON NORTHN SANTA FE C | COM | 12189T104 | 2126 | 23000 | SH | DEFINE |
| CB RICHARD ELLIS GROUP INC | CL A | 12497T101 | 147168 | 11007344 | SH | DEFINE |
| CME GROUP INC | COM | 12572Q105 | 310959 | 837013 | SH | DEFINE |
| CVB FINL CORP | COM | 126600105 | 8386 | 603289 | SH | DEFINE |
| CAMECO CORP | COM | 13321L108 | 1004 | 45000 | SH | DEFINE |
| CAMERON INTERNATIONAL CORP | COM | 13342B105 | 8002 | 207638 | SH | DEFINE |
| CANADIAN NAT RES LTD | COM | 136385101 | 1369 | 20000 | SH | DEFINE |
| CARDINAL HEALTH INC | COM | 14149Y108 | 50485 | 1024459 | SH | DEFINE |
| CARNIVAL CORP | PAIRED CTF | 143658300 | 257873 | 7294855 | SH | DEFINE |
| CAVIUM NETWORKS INC | COM | 14965A101 | 1458 | 103542 | SH | SOLE |
| CHEESECAKE FACTORY INC | COM | 163072101 | 10948 | 748854 | SH | DEFINE |
| CHEVRON CORP NEW | COM | 166764100 | 34791 | 421808 | SH | DEFINE |
| CHINAEDU CORP | SPONS ADR | 16945L107 | 1022 | 250459 | SH | DEFINE |
| CHIPOTLE MEXICAN GRILL INC | CL B | 169656204 | 746 | 15954 | SH | DEFINE |
| CHUBB CORP | COM | 171232101 | 73716 | 1342731 | SH | DEFINE |
| CISCO SYS INC | COM | 17275R102 | 623734 | 27647789 | SH | DEFINE |
| CITIGROUP INC | COM | 172967101 | 137575 | 6707695 | SH | DEFINE |
| CITRIX SYS INC | COM | 177376100 | 18706 | 740525 | SH | DEFINE |
| CLOROX CO DEL | COM | 189054109 | 93431 | 1490365 | SH | DEFINE |
| COACH INC | COM | 189754104 | 15515 | 619589 | SH | DEFINE |
| COCA COLA CO | COM | 191216100 | 16575 | 313437 | SH | DEFINE |

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|-------------------------------|----------------|-----------|--------|----------|----|--------|
| COGENT INC | COM | 19239Y108 | 15878 | 1553583 | SH | DEFINE |
| COGNIZANT TECHNOLOGY SOLUTIO | CL A | 192446102 | 52423 | 2296248 | SH | DEFINE |
| COLGATE PALMOLIVE CO | COM | 194162103 | 427 | 5672 | SH | DEFINE |
| COMCAST CORP NEW | CL A | 20030N101 | 10168 | 518000 | SH | DEFINE |
| COMCAST CORP NEW | CL A SPL | 20030N200 | 531727 | 26963819 | SH | DEFINE |
| COMPANHIA VALE DO RIO DOCE | SPON ADR PFD | 204412100 | 167722 | 9475834 | SH | DEFINE |
| CONOCOPHILLIPS | COM | 20825C104 | 48852 | 666926 | SH | DEFINE |
| CONSTELLATION ENERGY GROUP I | COM | 210371100 | 321 | 13227 | SH | DEFINE |
| CORNING INC | COM | 219350105 | 153429 | 9810035 | SH | DEFINE |
| CORRECTIONS CORP AMER NEW | COM NEW | 22025Y407 | 59697 | 2402289 | SH | DEFINE |
| CUMULUS MEDIA INC | CL A | 231082108 | 1134 | 266109 | SH | SOLE |
| DST SYS INC DEL | COM | 233326107 | 15557 | 277846 | SH | DEFINE |
| DTE ENERGY CO | COM | 233331107 | 12363 | 308146 | SH | DEFINE |
| DANAHER CORP DEL | COM | 235851102 | 1874 | 27000 | SH | DEFINE |
| DARDEN RESTAURANTS INC | COM | 237194105 | 31185 | 1089240 | SH | DEFINE |
| DAVITA INC | COM | 23918K108 | 4230 | 74189 | SH | DEFINE |
| DEERE & CO | COM | 244199105 | 46905 | 947575 | SH | DEFINE |
| DELL INC | COM | 24702R101 | 46332 | 2811384 | SH | DEFINE |
| DENTSPLY INTL INC NEW | COM | 249030107 | 25677 | 683985 | SH | DEFINE |
| DEVON ENERGY CORP NEW | COM | 25179M103 | 79461 | 871287 | SH | DEFINE |
| DIAGEO P L C | SPON ADR NEW | 25243Q205 | 4342 | 63054 | SH | DEFINE |
| DICKS SPORTING GOODS INC | COM | 253393102 | 1173 | 59886 | SH | DEFINE |
| DIRECTV GROUP INC | COM | 25459L106 | 2208 | 84334 | SH | DEFINE |
| DISNEY WALT CO | COM DISNEY | 254687106 | 36513 | 1189731 | SH | DEFINE |
| DISCOVER FINL SVCS | COM | 254709108 | 1084 | 78408 | SH | DEFINE |
| DOLAN MEDIA CO | COM | 25659P402 | 131 | 12971 | SH | SOLE |
| DOMINION RES INC VA NEW | COM | 25746U109 | 155382 | 3632119 | SH | DEFINE |
| DOUGLAS EMMETT INC | COM | 25960P109 | 15732 | 681925 | SH | DEFINE |
| DOVER CORP | COM | 260003108 | 166533 | 4106847 | SH | DEFINE |
| DRESSER-RAND GROUP INC | COM | 261608103 | 19885 | 631861 | SH | DEFINE |
| DU PONT E I DE NEMOURS & CO | COM | 263534109 | 1729 | 42904 | SH | DEFINE |
| DUKE ENERGY CORP NEW | COM | 26441C105 | 5057 | 290143 | SH | DEFINE |
| E M C CORP MASS | COM | 268648102 | 2178 | 182129 | SH | DEFINE |
| EOG RES INC | COM | 26875P101 | 895 | 10000 | SH | DEFINE |
| EATON CORP | COM | 278058102 | 55157 | 981789 | SH | DEFINE |
| EATON VANCE FLTING RATE INC | COM | 278279104 | 10648 | 948138 | SH | SOLE |
| EBAY INC | COM | 278642103 | 81801 | 3655081 | SH | DEFINE |
| ECOLAB INC | COM | 278865100 | 9322 | 192131 | SH | DEFINE |
| EDISON INTL | COM | 281020107 | 91784 | 2300343 | SH | DEFINE |
| EL PASO CORP | COM | 28336L109 | 2044 | 160170 | SH | DEFINE |
| EMCORE CORP | COM | 290846104 | 1136 | 230020 | SH | SOLE |
| EMERSON ELEC CO | COM | 291011104 | 31622 | 775227 | SH | DEFINE |
| ENTERGY CORP NEW | COM | 29364G103 | 2349 | 26385 | SH | DEFINE |
| EQUINIX INC | COM NEW | 29444U502 | 18414 | 265103 | SH | DEFINE |
| EQUINIX INC | COM NEW | 29444U502 | 438 | 6302 | SH | SOLE |
| EXELON CORP | COM | 30161N101 | 5942 | 94884 | SH | DEFINE |
| EXPRESS SCRIPTS INC | COM | 302182100 | 2414 | 32698 | SH | DEFINE |
| EXXON MOBIL CORP | COM | 30231G102 | 438040 | 5640488 | SH | DEFINE |
| FPL GROUP INC | COM | 302571104 | 45170 | 898009 | SH | DEFINE |
| FEDERATED INVS INC PA | CL B | 314211103 | 494 | 17115 | SH | DEFINE |
| FIDELITY NATL INFORMATION SV | COM | 31620M106 | 31353 | 1698403 | SH | DEFINE |
| FIRST TR/FOUR CRNRS SR FLOAT | COM | 33733U108 | 6786 | 649349 | SH | SOLE |
| FIRSTENERGY CORP | COM | 337932107 | 25588 | 381968 | SH | DEFINE |
| FOCUS MEDIA HLDG LTD | SPONSORED ADR | 34415V109 | 20217 | 709122 | SH | DEFINE |
| FORD MTR CO DEL | COM PAR \$0.01 | 345370860 | 2059 | 395878 | SH | DEFINE |
| FORTRESS INVESTMENT GROUP LL | CL A | 34958B106 | 10613 | 1010759 | SH | DEFINE |
| FORTUNE BRANDS INC | COM | 349631101 | 894 | 15594 | SH | DEFINE |
| FRANKLIN RES INC | COM | 354613101 | 9035 | 102517 | SH | DEFINE |
| FREEMPORT-MCMORAN COPPER & GO | COM | 35671D857 | 49409 | 869109 | SH | DEFINE |
| GEN-PROBE INC NEW | COM | 36866T103 | 18182 | 342742 | SH | DEFINE |
| GENENTECH INC | COM NEW | 368710406 | 314717 | 3548906 | SH | DEFINE |
| GENERAL DYNAMICS CORP | COM | 369550108 | 4404 | 59819 | SH | DEFINE |

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|------------------------------|----------------|-----------|---------|----------|----|--------|
| GENERAL ELECTRIC CO | COM | 369604103 | 2402425 | 94212764 | SH | DEFINE |
| GENERAL MLS INC | COM | 370334104 | 120995 | 1760692 | SH | DEFINE |
| GENESIS LEASE LTD | ADR | 37183T107 | 34676 | 3967500 | SH | SOLE |
| GENOPTIX INC | COM | 37243V100 | 539 | 16488 | SH | SOLE |
| GENZYME CORP | COM | 372917104 | 241 | 2984 | SH | DEFINE |
| GILEAD SCIENCES INC | COM | 375558103 | 90025 | 1972927 | SH | DEFINE |
| GOLDMAN SACHS GROUP INC | COM | 38141G104 | 356789 | 2787412 | SH | DEFINE |
| GOOGLE INC | CL A | 38259P508 | 98512 | 243853 | SH | DEFINE |
| GREENHILL & CO INC | COM | 395259104 | 19122 | 259283 | SH | DEFINE |
| GRUPO TELEVISIA SA DE CV | SP ADR REP ORD | 40049J206 | 383 | 17511 | SH | DEFINE |
| GRUPO AEROPORTUARIO DEL SURE | SPON ADR SER B | 40051E202 | 331 | 6662 | SH | DEFINE |
| HCC INS HLDGS INC | COM | 404132102 | 76507 | 2833584 | SH | DEFINE |
| HCP INC | COM | 40414L109 | 2197 | 54738 | SH | DEFINE |
| HALLIBURTON CO | COM | 406216101 | 80319 | 2479755 | SH | DEFINE |
| HARMAN INTL INDS INC | COM | 413086109 | 246 | 7209 | SH | DEFINE |
| HARRIS CORP DEL | COM | 413875105 | 8503 | 184037 | SH | DEFINE |
| HARSCO CORP | COM | 415864107 | 33428 | 898851 | SH | DEFINE |
| HARTFORD FINL SVCS GROUP INC | COM | 416515104 | 793 | 19338 | SH | DEFINE |
| HESS CORP | COM | 42809H107 | 70561 | 859665 | SH | DEFINE |
| HEWLETT PACKARD CO | COM | 428236103 | 203408 | 4398959 | SH | DEFINE |
| HEXCEL CORP NEW | COM | 428291108 | 48361 | 3532584 | SH | DEFINE |
| HITTITE MICROWAVE CORP | COM | 43365Y104 | 30209 | 899088 | SH | DEFINE |
| HOLOGIC INC | COM | 436440101 | 92249 | 4772306 | SH | DEFINE |
| HOME DEPOT INC | COM | 437076102 | 12810 | 494771 | SH | DEFINE |
| HONEYWELL INTL INC | COM | 438516106 | 31049 | 747258 | SH | DEFINE |
| HUGOTON RTY TR TEX | UNIT BEN INT | 444717102 | 13114 | 488600 | SH | DEFINE |
| ING PRIME RATE TR | SH BEN INT | 44977W106 | 24592 | 5666285 | SH | SOLE |
| IMS HEALTH INC | COM | 449934108 | 506 | 26744 | SH | DEFINE |
| ITT CORP NEW | COM | 450911102 | 71191 | 1280184 | SH | DEFINE |
| ICICI BK LTD | ADR | 45104G104 | 21450 | 912006 | SH | DEFINE |
| IHS INC | CL A | 451734107 | 18931 | 397381 | SH | DEFINE |
| ILLUMINA INC | COM | 452327109 | 4864 | 120018 | SH | DEFINE |
| INFINERA CORPORATION | COM | 45667G103 | 3851 | 402777 | SH | DEFINE |
| INFINERA CORPORATION | COM | 45667G103 | 85 | 8881 | SH | SOLE |
| INSULET CORP | COM | 45784P101 | 4729 | 339747 | SH | DEFINE |
| INTEL CORP | COM | 458140100 | 355940 | 19003744 | SH | DEFINE |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 122459 | 1047018 | SH | DEFINE |
| INTERNATIONAL FLAVORS&FRAGRA | COM | 459506101 | 1973 | 50000 | SH | DEFINE |
| INTERNATIONAL GAME TECHNOLOG | COM | 459902102 | 960 | 55851 | SH | DEFINE |
| INTERPUBLIC GROUP COS INC | COM | 460690100 | 19241 | 2482738 | SH | DEFINE |
| INTUIT | COM | 461202103 | 390888 | 12365949 | SH | DEFINE |
| INTREPID POTASH INC | COM | 46121Y102 | 24118 | 800185 | SH | DEFINE |
| INVITROGEN CORP | COM | 46185R100 | 3780 | 100000 | SH | DEFINE |
| IRON MTN INC | COM | 462846106 | 148545 | 6085409 | SH | DEFINE |
| ISHARES INC | MSCI TAIWAN | 464286731 | 2133 | 197498 | SH | DEFINE |
| ISHARES TR | MSCI EMERG MKT | 464287234 | 5406 | 158200 | SH | DEFINE |
| ISIS PHARMACEUTICALS INC | COM | 464330109 | 3378 | 200000 | SH | DEFINE |
| ITC HLDGS CORP | COM | 465685105 | 45781 | 884311 | SH | DEFINE |
| JPMORGAN & CHASE & CO | COM | 46625H100 | 513568 | 10997184 | SH | DEFINE |
| JOHNSON & JOHNSON | COM | 478160104 | 211296 | 3049890 | SH | DEFINE |
| JOY GLOBAL INC | COM | 481165108 | 20325 | 450271 | SH | DEFINE |
| JUNIPER NETWORKS INC | COM | 48203R104 | 25332 | 1202282 | SH | DEFINE |
| KLA-TENCOR CORP | COM | 482480100 | 633 | 20000 | SH | DEFINE |
| KIMBERLY CLARK CORP | COM | 494368103 | 322826 | 4978808 | SH | DEFINE |
| KIMCO REALTY CORP | COM | 49446R109 | 2459 | 66573 | SH | DEFINE |
| KINROSS GOLD CORP | COM NO PAR | 496902404 | 2418 | 150000 | SH | DEFINE |
| KOHL'S CORP | COM | 500255104 | 52898 | 1147953 | SH | DEFINE |
| KONINKLIJKE PHILIPS ELECTRS | NY REG SH NEW | 500472303 | 4692 | 172200 | SH | DEFINE |
| KRAFT FOODS INC | CL A | 50075N104 | 66994 | 2045612 | SH | DEFINE |
| LABORATORY CORP AMER HLDGS | COM NEW | 50540R409 | 2650 | 38131 | SH | DEFINE |
| LAM RESEARCH CORP | COM | 512807108 | 35409 | 1124439 | SH | DEFINE |
| LAS VEGAS SANDS CORP | COM | 517834107 | 1842 | 51000 | SH | DEFINE |

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|------------------------------|---------------|-----------|--------|----------|----|--------|
| LAUDER ESTEE COS INC | CL A | 518439104 | 97333 | 1950165 | SH | DEFINE |
| LEGGETT & PLATT INC | COM | 524660107 | 440 | 20181 | SH | DEFINE |
| LIBERTY GLOBAL INC | COM SER C | 530555309 | 194995 | 6941805 | SH | DEFINE |
| LIBERTY MEDIA CORP NEW | ENT COM SER A | 53071M500 | 290174 | 11620895 | SH | DEFINE |
| LIFE TIME FITNESS INC | COM | 53217R207 | 22348 | 714691 | SH | DEFINE |
| LILLY ELI & CO | COM | 532457108 | 5128 | 116462 | SH | DEFINE |
| LINCARE HLDGS INC | COM | 532791100 | 81222 | 2699291 | SH | DEFINE |
| LINCOLN NATL CORP IND | COM | 534187109 | 1916 | 44753 | SH | DEFINE |
| LINEAR TECHNOLOGY CORP | COM | 535678106 | 1533 | 50000 | SH | DEFINE |
| LOCKHEED MARTIN CORP | COM | 539830109 | 11919 | 108681 | SH | DEFINE |
| LOEWS CORP | COM | 540424108 | 2024 | 51264 | SH | DEFINE |
| LOWES COS INC | COM | 548661107 | 279216 | 11786228 | SH | DEFINE |
| MSCI INC | CL A | 55354G100 | 4200 | 175000 | SH | DEFINE |
| MACROVISION SOLUTIONS CORP | COM | 55611C108 | 40857 | 2656507 | SH | DEFINE |
| MACYS INC | COM | 55616P104 | 1730 | 96197 | SH | DEFINE |
| MARATHON OIL CORP | COM | 565849106 | 222503 | 5580724 | SH | DEFINE |
| MARSH & MCLENNAN COS INC | COM | 571748102 | 21870 | 688606 | SH | DEFINE |
| MARRIOTT INTL INC NEW | CL A | 571903202 | 979 | 37516 | SH | DEFINE |
| MASIMO CORP | COM | 574795100 | 52293 | 1405724 | SH | DEFINE |
| MCCORMICK & CO INC | COM NON VTG | 579780206 | 230014 | 5982159 | SH | DEFINE |
| MCDERMOTT INTL INC | COM | 580037109 | 17472 | 683819 | SH | DEFINE |
| MCDONALDS CORP | COM | 580135101 | 14012 | 227104 | SH | DEFINE |
| MCGRAW HILL COS INC | COM | 580645109 | 3001 | 94946 | SH | DEFINE |
| MCKESSON CORP | COM | 58155Q103 | 112471 | 2090151 | SH | DEFINE |
| MEADWESTVACO CORP | COM | 583334107 | 993 | 42600 | SH | DEFINE |
| MEDASSETS INC | COM | 584045108 | 2458 | 142887 | SH | SOLE |
| MEDCO HEALTH SOLUTIONS INC | COM | 58405U102 | 4936 | 109694 | SH | DEFINE |
| MEDICAL STAFFING NETWK HLDGS | COM | 58463F104 | 1786 | 1095794 | SH | DEFINE |
| MEDTRONIC INC | COM | 585055106 | 302445 | 6036825 | SH | DEFINE |
| MERCADOLIBRE INC | COM | 58733R102 | 17649 | 867287 | SH | DEFINE |
| MERCK & CO INC | COM | 589331107 | 96668 | 3062990 | SH | DEFINE |
| MERRILL LYNCH & CO INC | COM | 590188108 | 3868 | 152900 | SH | DEFINE |
| METLIFE INC | COM | 59156R108 | 214864 | 3836860 | SH | DEFINE |
| METTLER TOLEDO INTERNATIONAL | COM | 592688105 | 18050 | 184183 | SH | DEFINE |
| MICROSOFT CORP | COM | 594918104 | 645928 | 24201129 | SH | DEFINE |
| MICROCHIP TECHNOLOGY INC | COM | 595017104 | 11783 | 400388 | SH | DEFINE |
| MOBILE TELESYSTEMS OJSC | SPONSORED ADR | 607409109 | 10283 | 183595 | SH | DEFINE |
| MOLEX INC | CL A | 608554200 | 161497 | 7760543 | SH | DEFINE |
| MONSANTO CO NEW | COM | 61166W101 | 358824 | 3625213 | SH | DEFINE |
| MONSTER WORLDWIDE INC | COM | 611742107 | 39719 | 2663927 | SH | DEFINE |
| MOSAIC CO | COM | 61945A107 | 443 | 6509 | SH | DEFINE |
| MOTOROLA INC | COM | 620076109 | 842 | 117924 | SH | DEFINE |
| NII HLDGS INC | CL B NEW | 62913F201 | 191375 | 5046797 | SH | DEFINE |
| NATIONAL OILWELL VARCO INC | COM | 637071101 | 26284 | 523263 | SH | DEFINE |
| NATIONAL SEMICONDUCTOR CORP | COM | 637640103 | 23613 | 1372043 | SH | DEFINE |
| NEUSTAR INC | CL A | 64126X201 | 23660 | 1189547 | SH | DEFINE |
| NEWCASTLE INVT CORP | COM | 65105M108 | 4763 | 750000 | SH | DEFINE |
| NEWELL RUBBERMAID INC | COM | 651229106 | 471 | 27305 | SH | DEFINE |
| NEWS CORP | CL A | 65248E104 | 3901 | 325386 | SH | DEFINE |
| NEXEN INC | COM | 65334H102 | 697 | 30000 | SH | DEFINE |
| NORTHEAST UTILS | COM | 664397106 | 14596 | 569031 | SH | DEFINE |
| NORTHROP GRUMMAN CORP | COM | 666807102 | 2058 | 34000 | SH | DEFINE |
| NORTHWEST AIRLS CORP | COM | 667280408 | 316 | 34958 | SH | SOLE |
| NOVARTIS A G | SPONSORED ADR | 66987V109 | 1057 | 20000 | SH | DEFINE |
| NUCOR CORP | COM | 670346105 | 2413 | 61097 | SH | DEFINE |
| NVIDIA CORP | COM | 67066G104 | 1270 | 118575 | SH | DEFINE |
| OCCIDENTAL PETE CORP DEL | COM | 674599105 | 61710 | 875943 | SH | DEFINE |
| OMNICOM GROUP INC | COM | 681919106 | 243451 | 6313561 | SH | DEFINE |
| OPEN JT STK CO-VIMPEL COMMUN | SPONSORED ADR | 68370R109 | 724 | 35644 | SH | DEFINE |
| ORACLE CORP | COM | 68389X105 | 115248 | 5674429 | SH | DEFINE |
| ORBCOMM INC | COM | 68555P100 | 9860 | 2000001 | SH | SOLE |
| O REILLY AUTOMOTIVE INC | COM | 686091109 | 52044 | 1944104 | SH | DEFINE |

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|------------------------------|----------------|-----------|--------|----------|----|--------|
| ORION ENERGY SYSTEMS INC | COM | 686275108 | 9957 | 1774832 | SH | SOLE |
| PG&E CORP | COM | 69331C108 | 30090 | 803478 | SH | DEFINE |
| PICO HLDGS INC | COM NEW | 693366205 | 5224 | 145482 | SH | DEFINE |
| POSCO | SPONSORED ADR | 693483109 | 573 | 6137 | SH | DEFINE |
| PPL CORP | COM | 69351T106 | 989 | 26709 | SH | DEFINE |
| PACKAGING CORP AMER | COM | 695156109 | 695 | 30000 | SH | DEFINE |
| PAN AMERICAN SILVER CORP | COM | 697900108 | 445 | 20000 | SH | DEFINE |
| PATTERSON COMPANIES INC | COM | 703395103 | 437 | 14386 | SH | DEFINE |
| PAYCHEX INC | COM | 704326107 | 312899 | 9473164 | SH | DEFINE |
| PEABODY ENERGY CORP | COM | 704549104 | 17761 | 394689 | SH | DEFINE |
| PENN NATL GAMING INC | COM | 707569109 | 10135 | 381446 | SH | DEFINE |
| PENNEY J C INC | COM | 708160106 | 962 | 28848 | SH | DEFINE |
| PEPSI BOTTLING GROUP INC | COM | 713409100 | 90848 | 3114419 | SH | DEFINE |
| PEPSICO INC | COM | 713448108 | 685173 | 9613770 | SH | DEFINE |
| PETROLEO BRASILEIRO SA PETRO | SP ADR NON VTG | 71654V101 | 138843 | 3710400 | SH | DEFINE |
| PFIZER INC | COM | 717081103 | 193590 | 10498349 | SH | DEFINE |
| PHILIP MORRIS INTL INC | COM | 718172109 | 8117 | 168751 | SH | DEFINE |
| PLUM CREEK TIMBER CO INC | COM | 729251108 | 2795 | 56065 | SH | DEFINE |
| PORTLAND GEN ELEC CO | COM NEW | 736508847 | 1722 | 72780 | SH | SOLE |
| POTASH CORP SASK INC | COM | 73755L107 | 11510 | 87194 | SH | DEFINE |
| PRAXAIR INC | COM | 74005P104 | 69834 | 973437 | SH | DEFINE |
| PRECISION CASTPARTS CORP | COM | 740189105 | 14876 | 188832 | SH | DEFINE |
| PRICE T ROWE GROUP INC | COM | 74144T108 | 6639 | 123614 | SH | DEFINE |
| PROCTER & GAMBLE CO | COM | 742718109 | 125178 | 1796206 | SH | DEFINE |
| PROGRESS ENERGY INC | COM | 743263105 | 7701 | 178552 | SH | DEFINE |
| PROLOGIS | SH BEN INT | 743410102 | 16248 | 393697 | SH | DEFINE |
| PRUDENTIAL FINL INC | COM | 744320102 | 66259 | 920265 | SH | DEFINE |
| PSYCHIATRIC SOLUTIONS INC | COM | 74439H108 | 35625 | 938746 | SH | DEFINE |
| PUBLIC SVC ENTERPRISE GROUP | COM | 744573106 | 1454 | 44339 | SH | DEFINE |
| QUALCOMM INC | COM | 747525103 | 572168 | 13315532 | SH | DEFINE |
| QUANTA SVCS INC | COM | 74762E102 | 17217 | 637433 | SH | DEFINE |
| QUEST DIAGNOSTICS INC | COM | 74834L100 | 4356 | 84305 | SH | DEFINE |
| RADNET INC | COM | 750491102 | 835 | 208333 | SH | SOLE |
| RAYONIER INC | COM | 754907103 | 10015 | 211500 | SH | DEFINE |
| RAYTHEON CO | COM NEW | 755111507 | 1980 | 37000 | SH | DEFINE |
| RENEGY HOLDINGS INC | COM | 75845J109 | 52 | 26159 | SH | DEFINE |
| REGAL ENTMT GROUP | CL A | 758766109 | 23205 | 1470543 | SH | DEFINE |
| REGENT COMMUNICATIONS INC DE | COM | 758865109 | 968 | 1099998 | SH | SOLE |
| RESEARCH IN MOTION LTD | COM | 760975102 | 189310 | 2771743 | SH | DEFINE |
| RESMED INC | COM | 761152107 | 72160 | 1678137 | SH | DEFINE |
| ROCKWELL COLLINS INC | COM | 774341101 | 43988 | 914708 | SH | DEFINE |
| ROYAL DUTCH SHELL PLC | SPONS ADR A | 780259206 | 2655 | 45000 | SH | DEFINE |
| RUBICON TECHNOLOGY INC | COM | 78112T107 | 165 | 22908 | SH | SOLE |
| SBA COMMUNICATIONS CORP | COM | 78388J106 | 3083 | 119182 | SH | SOLE |
| SL GREEN RLTY CORP | COM | 78440X101 | 2946 | 45461 | SH | DEFINE |
| SLM CORP | COM | 78442P106 | 949 | 76870 | SH | DEFINE |
| SPDR TR | UNIT SER 1 | 78462F103 | 325 | 2800 | SH | DEFINE |
| SPX CORP | COM | 784635104 | 1800 | 23374 | SH | DEFINE |
| SPDR GOLD TRUST | GOLD SHS | 78463V107 | 18792 | 220895 | SH | DEFINE |
| ST JUDE MED INC | COM | 790849103 | 4458 | 102508 | SH | DEFINE |
| SALESFORCE COM INC | COM | 79466L302 | 1976 | 40832 | SH | DEFINE |
| SCANA CORP NEW | COM | 80589M102 | 19851 | 509919 | SH | DEFINE |
| SCHERING PLOUGH CORP | COM | 806605101 | 2307 | 124910 | SH | DEFINE |
| SCHLUMBERGER LTD | COM | 806857108 | 457957 | 5864473 | SH | DEFINE |
| SCHWAB CHARLES CORP NEW | COM | 808513105 | 50861 | 1956179 | SH | DEFINE |
| SELECT SECTOR SPDR TR | SBI INT-FINL | 81369Y605 | 10952 | 550635 | SH | DEFINE |
| SELECT SECTOR SPDR TR | SBI INT-INDS | 81369Y704 | 43590 | 1415265 | SH | DEFINE |
| SIMON PPTY GROUP INC NEW | COM | 828806109 | 5071 | 52274 | SH | DEFINE |
| SNAP ON INC | COM | 833034101 | 327 | 6209 | SH | DEFINE |
| SOCIEDAD QUIMICA MINERA DE C | SPON ADR SER B | 833635105 | 1797 | 71300 | SH | DEFINE |
| SOHU COM INC | COM | 83408W103 | 1462 | 26217 | SH | DEFINE |
| SOUTHERN CO | COM | 842587107 | 7636 | 202593 | SH | DEFINE |

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|-------------------------------|---------------|-----------|--------|----------|----|--------|
| SOUTHWESTERN ENERGY CO | COM | 845467109 | 63559 | 2081164 | SH | DEFINE |
| SPECTRA ENERGY CORP | COM | 847560109 | 1678 | 70487 | SH | DEFINE |
| SPRINT NEXTEL CORP | COM SER 1 | 852061100 | 1101 | 180441 | SH | DEFINE |
| STANLEY WKS | COM | 854616109 | 377 | 9032 | SH | DEFINE |
| STAPLES INC | COM | 855030102 | 66499 | 2955496 | SH | DEFINE |
| STARBUCKS CORP | COM | 855244109 | 989 | 66514 | SH | DEFINE |
| STARWOOD HOTELS&RESORTS WRLD | COM | 85590A401 | 438 | 15572 | SH | DEFINE |
| STATE STR CORP | COM | 857477103 | 396015 | 6962295 | SH | DEFINE |
| STERICYCLE INC | COM | 858912108 | 8616 | 146254 | SH | DEFINE |
| STERLITE INDS INDIA LTD | ADS | 859737207 | 574 | 63700 | SH | DEFINE |
| SUCCESSFACTORS INC | COM | 864596101 | 7031 | 645000 | SH | DEFINE |
| SUNCOR ENERGY INC | COM | 867229106 | 101844 | 2416812 | SH | DEFINE |
| SUNOCO INC | COM | 86764P109 | 13145 | 369439 | SH | DEFINE |
| SUNPOWER CORP | COM CL A | 867652109 | 1773 | 25000 | SH | DEFINE |
| SUNTRUST BKS INC | COM | 867914103 | 69823 | 1551975 | SH | DEFINE |
| SUNTECH PWR HLDGS CO LTD | ADR | 86800C104 | 20724 | 577758 | SH | DEFINE |
| SYNIVERSE HLDGS INC | COM | 87163F106 | 14335 | 863016 | SH | DEFINE |
| SYSCO CORP | COM | 871829107 | 3575 | 115971 | SH | DEFINE |
| TAIWAN SEMICONDUCTOR MFG LTD | SPONSORED ADR | 874039100 | 83138 | 8872774 | SH | DEFINE |
| TAKE-TWO INTERACTIVE SOFTWARE | COM | 874054109 | 2624 | 160000 | SH | DEFINE |
| TARGET CORP | COM | 87612E106 | 35413 | 721980 | SH | DEFINE |
| TEREX CORP NEW | COM | 880779103 | 11415 | 374029 | SH | DEFINE |
| TESCO CORP | COM | 88157K101 | 19384 | 925681 | SH | DEFINE |
| TEVA PHARMACEUTICAL INDS LTD | ADR | 881624209 | 28448 | 621267 | SH | DEFINE |
| TEXAS INSTRS INC | COM | 882508104 | 66958 | 3114332 | SH | DEFINE |
| TEXTRON INC | COM | 883203101 | 238139 | 8133165 | SH | DEFINE |
| THERMO FISHER SCIENTIFIC INC | COM | 883556102 | 67853 | 1233684 | SH | DEFINE |
| THOMAS WEISEL PARTNERS GRP I | COM | 884481102 | 317 | 37661 | SH | DEFINE |
| TIME WARNER INC | COM | 887317105 | 153113 | 11679105 | SH | DEFINE |
| TRAVELERS COMPANIES INC | COM | 89417E109 | 7696 | 170262 | SH | DEFINE |
| TURKCELL ILETISIM HIZMETLERI | SPON ADR NEW | 900111204 | 14012 | 934788 | SH | DEFINE |
| US BANCORP DEL | COM NEW | 902973304 | 104476 | 2900512 | SH | DEFINE |
| UNION PAC CORP | COM | 907818108 | 5316 | 74708 | SH | DEFINE |
| UNITED PARCEL SERVICE INC | CL B | 911312106 | 2766 | 43974 | SH | DEFINE |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 76953 | 1281266 | SH | DEFINE |
| UNITEDHEALTH GROUP INC | COM | 91324P102 | 109723 | 4321520 | SH | DEFINE |
| VCA ANTECH INC | COM | 918194101 | 37160 | 1260960 | SH | DEFINE |
| VALERO ENERGY CORP NEW | COM | 91913Y100 | 53046 | 1750700 | SH | DEFINE |
| VALMONT INDS INC | COM | 920253101 | 827 | 10000 | SH | DEFINE |
| VALUEVISION MEDIA INC | CL A | 92047K107 | 11937 | 6452194 | SH | SOLE |
| VAN KAMPEN SENIOR INCOME TR | COM | 920961109 | 20766 | 5089603 | SH | SOLE |
| VANGUARD WHITEHALL FDS INC | HIGH DIV YLD | 921946406 | 1511 | 36000 | SH | DEFINE |
| VASOGEN INC | COM NEW | 92232F202 | 11 | 55555 | SH | DEFINE |
| VEOLIA ENVIRONNEMENT | SPONSORED ADR | 92334N103 | 784 | 19000 | SH | DEFINE |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 93161 | 2903126 | SH | DEFINE |
| VERTEX PHARMACEUTICALS INC | COM | 92532F100 | 24512 | 737428 | SH | DEFINE |
| VIACOM INC NEW | CL B | 92553P201 | 63746 | 2566246 | SH | DEFINE |
| VIRTUALSCOPICS INC | COM | 928269109 | 621 | 1218467 | SH | SOLE |
| VISA INC | COM CL A | 92826C839 | 10958 | 178498 | SH | DEFINE |
| VODAFONE GROUP PLC NEW | SPONS ADR NEW | 92857W209 | 51905 | 2348654 | SH | DEFINE |
| VORNADO RLTY TR | SH BEN INT | 929042109 | 2967 | 32624 | SH | DEFINE |
| VULCAN MATLS CO | COM | 929160109 | 16965 | 227716 | SH | DEFINE |
| WUXI PHARMATECH CAYMAN INC | SPONS ADR SHS | 929352102 | 6852 | 521041 | SH | DEFINE |
| WAL MART STORES INC | COM | 931142103 | 166570 | 2781274 | SH | DEFINE |
| WELLPOINT INC | COM | 94973V107 | 1342 | 28702 | SH | DEFINE |
| WELLS FARGO & CO NEW | COM | 949746101 | 33783 | 900159 | SH | DEFINE |
| WESTERN UN CO | COM | 959802109 | 418663 | 16970540 | SH | DEFINE |
| WEYERHAEUSER CO | COM | 962166104 | 1151 | 19000 | SH | DEFINE |
| WHIRLPOOL CORP | COM | 963320106 | 618 | 7789 | SH | DEFINE |
| WILLIAMS COS INC DEL | COM | 969457100 | 1797 | 75974 | SH | DEFINE |
| WINDSTREAM CORP | COM | 97381W104 | 2068 | 189000 | SH | DEFINE |
| WYETH | COM | 983024100 | 145084 | 3927555 | SH | DEFINE |

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|----------------------|-----|-----------|------|--------|----|--------|
| XCEL ENERGY INC | COM | 98389B100 | 4773 | 238757 | SH | DEFINE |
| XEROX CORP | COM | 984121103 | 500 | 43400 | SH | DEFINE |
| YAHOO INC | COM | 984332106 | 6496 | 375490 | SH | DEFINE |
| YUM BRANDS INC | COM | 988498101 | 1061 | 32547 | SH | DEFINE |
| ZIONS BANCORPORATION | COM | 989701107 | 8404 | 217164 | SH | DEFINE |