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GENERAL ELECTRIC CO
Form 13F-HR
November 10, 2011

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, 2011

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 | November 10, 2011 |
| ----- | ----- | ----- | ----- |
| (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: 416

Form 13F Information Table Value Total: \$20,843,106
(thousands)

List of Other Included Managers:

| No. | Form 13F File Number | Name |
|-----|----------------------|---------------------|
| -- | ----- | ---- |
| 001 | 028-05827 | GE Asset Management |

FROM 13F INFORMATION TABLE

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | |
|------------------------------|----------------|-----------|-----------------|-----------------|---------------|----------------------|
| ----- | ----- | ----- | ----- | ----- | ----- | |
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ CALL | INVESTMENT DISCRETIO |
| ----- | ----- | ----- | ----- | ----- | ----- | ----- |
| ALTERRA CAPITAL HOLDINGS LIM | COM | G0229R108 | 17912 | 944225 | SH | DEFINED |
| ARCOS DORADOS HOLDINGS INC | SHS CLASS -A - | G0457F107 | 58299 | 2513968 | SH | DEFINED |
| COOPER INDUSTRIES PLC | SHS | G24140108 | 101382 | 2198222 | SH | DEFINED |
| CREDICORP LTD | COM | G2519Y108 | 45991 | 498821 | SH | DEFINED |
| COVIDIEN PLC | SHS | G2554F113 | 377989 | 8571170 | SH | DEFINED |
| GENPACT LIMITED | SHS | G3922B107 | 287043 | 19947364 | SH | SOLE |
| HOLLYSYS AUTOMATION TECHNOLO | SHS | G45667105 | 7340 | 1256802 | SH | DEFINED |
| INVESCO LTD | SHS | G491BT108 | 81930 | 5282407 | SH | DEFINED |
| MARVELL TECHNOLOGY GROUP LTD | ORD | G5876H105 | 21945 | 1511917 | SH | DEFINED |
| NABORS INDUSTRIES LTD | SHS | G6359F103 | 2207 | 180009 | SH | DEFINED |
| PARTNERRE LTD | COM | G6852T105 | 32784 | 627200 | SH | DEFINED |
| RENAISSANCERE HOLDINGS LTD | COM | G7496G103 | 21337 | 334432 | SH | DEFINED |
| UTI WORLDWIDE INC | ORD | G87210103 | 5808 | 445408 | SH | DEFINED |
| ACE LTD | SHS | H0023R105 | 217428 | 3587926 | SH | DEFINED |
| WEATHERFORD INTERNATIONAL LT | REG SHS | H27013103 | 13200 | 1081049 | SH | DEFINED |
| FOSTER WHEELER AG | COM | H27178104 | 787 | 44215 | SH | DEFINED |
| NOBLE CORPORATION BAAR | NAMEN -AKT | H5833N103 | 15606 | 531732 | SH | DEFINED |
| NIELSEN HOLDINGS N V | COM | N63218106 | 23062 | 884267 | SH | DEFINED |
| ROYAL CARIBBEAN CRUISES LTD | COM | V7780T103 | 10377 | 479520 | SH | DEFINED |
| AFLAC INC | COM | 001055102 | 1002 | 28664 | SH | DEFINED |
| AES CORP | COM | 00130H105 | 106092 | 10870114 | SH | DEFINED |
| AMN HEALTHCARE SERVICES INC | COM | 001744101 | 362 | 90365 | SH | SOLE |
| AT&T INC | COM | 00206R102 | 86204 | 3022579 | SH | DEFINED |
| ABBOTT LABS | COM | 002824100 | 3108 | 60783 | SH | DEFINED |
| ACME PACKET INC | COM | 004764106 | 203 | 4771 | SH | DEFINED |
| ACTIVISION BLIZZARD INC | COM | 00507V109 | 33888 | 2847739 | SH | DEFINED |
| ADOBE SYS INC | COM | 00724F101 | 454 | 18795 | SH | DEFINED |
| AETNA INC NEW | COM | 00817Y108 | 3174 | 87346 | SH | DEFINED |
| AFFILIATED MANAGERS GROUP | COM | 008252108 | 26561 | 340309 | SH | DEFINED |
| AGILENT TECHNOLOGIES INC | COM | 00846U101 | 503 | 16103 | SH | DEFINED |

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|------------------------------|----------------|-----------|--------|----------|----|---------|
| AIR PRODS & CHEMS INC | COM | 009158106 | 1351 | 17692 | SH | DEFINED |
| ALBEMARLE CORP | COM | 012653101 | 2429 | 60132 | SH | DEFINED |
| ALEXION PHARMACEUTICALS INC | COM | 015351109 | 36976 | 577212 | SH | DEFINED |
| ALLEGHANY CORP DEL | COM | 017175100 | 8655 | 30000 | SH | DEFINED |
| ALLEGHENY TECHNOLOGIES INC | COM | 01741R102 | 199506 | 5393522 | SH | DEFINED |
| ALLIANCE HEALTHCARE SRVCS IN | COM NEW | 018606202 | 1277 | 1120160 | SH | SOLE |
| ALLIANT TECHSYSTEMS INC | COM | 018804104 | 20060 | 368015 | SH | DEFINED |
| ALPHA NATURAL RESOURCES INC | COM | 02076X102 | 3155 | 178331 | SH | DEFINED |
| ALTERA CORP | COM | 021441100 | 20451 | 648629 | SH | DEFINED |
| ALTRIA GROUP INC | COM | 02209S103 | 4759 | 177515 | SH | DEFINED |
| AMAZON COM INC | COM | 023135106 | 135232 | 625406 | SH | DEFINED |
| AMERICA MOVIL SAB DE CV | SPON ADR L SHS | 02364W105 | 138407 | 6268448 | SH | DEFINED |
| AMERICAN APPAREL INC | COM | 023850100 | 612 | 774326 | SH | DEFINED |
| AMERICAN ELEC PWR INC | COM | 025537101 | 9100 | 239353 | SH | DEFINED |
| AMERICAN EXPRESS CO | COM | 025816109 | 113511 | 2528078 | SH | DEFINED |
| AMERICAN PUBLIC EDUCATION IN | COM | 02913V103 | 7038 | 207000 | SH | DEFINED |
| AMERICAN TOWER CORP | CL A | 029912201 | 330902 | 6150594 | SH | DEFINED |
| AMERICAN WTR WKS CO INC NEW | COM | 030420103 | 3519 | 116598 | SH | DEFINED |
| AMERIPRISE FINL INC | COM | 03076C106 | 69807 | 1773543 | SH | DEFINED |
| AMGEN INC | COM | 031162100 | 374703 | 6817737 | SH | DEFINED |
| ANADARKO PETE CORP | COM | 032511107 | 178376 | 2829122 | SH | DEFINED |
| ANCESTRY COM INC | COM | 032803108 | 4460 | 189804 | SH | DEFINED |
| ANCESTRY COM INC | COM | 032803108 | 78 | 3305 | SH | SOLE |
| A123 SYS INC | COM | 03739T108 | 25362 | 7372744 | SH | SOLE |
| APACHE CORP | COM | 037411105 | 76501 | 953402 | SH | DEFINED |
| APPLE INC | COM | 037833100 | 727408 | 1907606 | SH | DEFINED |
| APPLIED MATLS INC | COM | 038222105 | 540 | 52164 | SH | DEFINED |
| ARCHER DANIELS MIDLAND CO | COM | 039483102 | 66572 | 2683273 | SH | DEFINED |
| AUTOMATIC DATA PROCESSING IN | COM | 053015103 | 14357 | 304498 | SH | DEFINED |
| AUTONAVI HLDGS LTD | SPONSORED ADR | 05330F106 | 1822 | 133804 | SH | DEFINED |
| AVALONBAY CMNTYS INC | COM | 053484101 | 776 | 6804 | SH | DEFINED |
| AVON PRODS INC | COM | 054303102 | 12420 | 633667 | SH | DEFINED |
| BAIDU INC | SPON ADR REP A | 056752108 | 530330 | 4960525 | SH | DEFINED |
| BAKER HUGHES INC | COM | 057224107 | 1690 | 36628 | SH | DEFINED |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 89950 | 14697657 | SH | DEFINED |
| BANKUNITED INC | COM | 06652K103 | 12928 | 622740 | SH | DEFINED |
| BARRICK GOLD CORP | COM | 067901108 | 1916 | 41074 | SH | DEFINED |
| BAXTER INTL INC | COM | 071813109 | 35365 | 629941 | SH | DEFINED |
| BED BATH & BEYOND INC | COM | 075896100 | 143951 | 2511790 | SH | DEFINED |
| BERKSHIRE HATHAWAY INC DEL | CL B NEW | 084670702 | 7274 | 102390 | SH | DEFINED |
| BG MEDICINE INC | COM | 08861T107 | 4798 | 1351629 | SH | DEFINED |
| BG MEDICINE INC | COM | 08861T107 | 50 | 14015 | SH | SOLE |
| BLACKROCK INC | COM | 09247X101 | 705 | 4763 | SH | DEFINED |
| BOEING CO | COM | 097023105 | 2383 | 39389 | SH | DEFINED |
| BOSTON PROPERTIES INC | COM | 101121101 | 897 | 10065 | SH | DEFINED |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 127147 | 4051859 | SH | DEFINED |
| BROADCOM CORP | CL A | 111320107 | 831 | 24948 | SH | DEFINED |
| CB RICHARD ELLIS GROUP INC | CL A | 12497T101 | 45605 | 3388205 | SH | DEFINED |
| CBOE HLDGS INC | COM | 12503M108 | 13824 | 564934 | SH | DEFINED |
| CF INDS HLDGS INC | COM | 125269100 | 415 | 3364 | SH | DEFINED |
| CME GROUP INC | COM | 12572Q105 | 294196 | 1193979 | SH | DEFINED |
| CSX CORP | COM | 126408103 | 1385 | 74173 | SH | DEFINED |
| CVS CAREMARK CORPORATION | COM | 126650100 | 57763 | 1719645 | SH | DEFINED |
| CALPINE CORP | COM NEW | 131347304 | 35195 | 2499678 | SH | DEFINED |
| CAPITAL ONE FINL CORP | COM | 14040H105 | 887 | 22376 | SH | DEFINED |
| CARDINAL HEALTH INC | COM | 14149Y108 | 12953 | 309279 | SH | DEFINED |
| CARNIVAL CORP | PAIRED CTF | 143658300 | 82790 | 2732344 | SH | DEFINED |
| CATALYST HEALTH SOLUTIONS IN | COM | 14888B103 | 40610 | 703929 | SH | DEFINED |
| CATERPILLAR INC DEL | COM | 149123101 | 4130 | 55938 | SH | DEFINED |
| CELANESE CORP DEL | COM SER A | 150870103 | 8943 | 274924 | SH | DEFINED |
| CEMEX SAB DE CV | SPON ADR NEW | 151290889 | 111 | 35000 | SH | DEFINED |
| CHEVRON CORP NEW | COM | 166764100 | 212432 | 2294330 | SH | DEFINED |

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|------------------------------|---------------|-----------|--------|----------|----|---------|
| CHIPOTLE MEXICAN GRILL INC | COM | 169656105 | 584 | 1928 | SH | DEFINED |
| CHUBB CORP | COM | 171232101 | 56940 | 949153 | SH | DEFINED |
| CINEMARK HOLDINGS INC | COM | 17243V102 | 195 | 10319 | SH | SOLE |
| CISCO SYS INC | COM | 17275R102 | 308134 | 19879601 | SH | DEFINED |
| CITIGROUP INC | COM NEW | 172967424 | 22629 | 883439 | SH | DEFINED |
| CITRIX SYS INC | COM | 177376100 | 19719 | 361616 | SH | DEFINED |
| CLEAN DIESEL TECHNOLOGIES IN | COM PAR \$.01 | 18449C401 | 36 | 15313 | SH | SOLE |
| CLIFFS NATURAL RESOURCES INC | COM | 18683K101 | 800 | 15640 | SH | DEFINED |
| CLOROX CO DEL | COM | 189054109 | 30240 | 455901 | SH | DEFINED |
| COACH INC | COM | 189754104 | 26398 | 509310 | SH | DEFINED |
| COCA COLA CO | COM | 191216100 | 9813 | 145243 | SH | DEFINED |
| COCA COLA ENTERPRISES INC NE | COM | 19122T109 | 19806 | 796053 | SH | DEFINED |
| COGNIZANT TECHNOLOGY SOLUTIO | CL A | 192446102 | 2701 | 43080 | SH | DEFINED |
| COMCAST CORP NEW | CL A | 20030N101 | 2364 | 112991 | SH | DEFINED |
| COMCAST CORP NEW | CL A SPL | 20030N200 | 25900 | 1250000 | SH | DEFINED |
| COMERICA INC | COM | 200340107 | 19519 | 849739 | SH | DEFINED |
| CONAGRA FOODS INC | COM | 205887102 | 66661 | 2752318 | SH | DEFINED |
| CONCORD MED SVCS HLDGS LTD | SPONSORED ADR | 206277105 | 1792 | 567176 | SH | DEFINED |
| CONOCOPHILLIPS | COM | 20825C104 | 29851 | 471435 | SH | DEFINED |
| CONSOL ENERGY INC | COM | 20854P109 | 231 | 6813 | SH | DEFINED |
| CONSTELLATION ENERGY GROUP I | COM | 210371100 | 511 | 13417 | SH | DEFINED |
| CORNING INC | COM | 219350105 | 6018 | 486865 | SH | DEFINED |
| CORRECTIONS CORP AMER NEW | COM NEW | 22025Y407 | 76444 | 3369065 | SH | DEFINED |
| COSTCO WHSL CORP NEW | COM | 22160K105 | 3162 | 38494 | SH | DEFINED |
| COVANCE INC | COM | 222816100 | 16358 | 359921 | SH | DEFINED |
| CREE INC | COM | 225447101 | 5817 | 223895 | SH | DEFINED |
| CUMMINS INC | COM | 231021106 | 35765 | 437976 | SH | DEFINED |
| CUMULUS MEDIA INC | CL A | 231082108 | 756 | 266109 | SH | SOLE |
| CYTEC INDS INC | COM | 232820100 | 9506 | 270521 | SH | DEFINED |
| DANAHER CORP DEL | COM | 235851102 | 2562 | 61085 | SH | DEFINED |
| DARDEN RESTAURANTS INC | COM | 237194105 | 523 | 12236 | SH | DEFINED |
| DEERE & CO | COM | 244199105 | 34071 | 527655 | SH | DEFINED |
| DENBURY RES INC | COM NEW | 247916208 | 2200 | 191300 | SH | DEFINED |
| DENTSPLY INTL INC NEW | COM | 249030107 | 1841 | 60000 | SH | DEFINED |
| DIAGEO P L C | SPON ADR NEW | 25243Q205 | 4116 | 54210 | SH | DEFINED |
| DICKS SPORTING GOODS INC | COM | 253393102 | 50811 | 1518551 | SH | DEFINED |
| DISNEY WALT CO | COM DISNEY | 254687106 | 67206 | 2228313 | SH | DEFINED |
| DISCOVER FINL SVCS | COM | 254709108 | 20268 | 883514 | SH | DEFINED |
| DISCOVERY COMMUNICATNS NEW | COM SER A | 25470F104 | 5376 | 142894 | SH | DEFINED |
| DISCOVERY COMMUNICATNS NEW | COM SER C | 25470F302 | 70814 | 2014616 | SH | DEFINED |
| DIRECTV | COM CL A | 25490A101 | 241711 | 5718261 | SH | DEFINED |
| DOLLAR GEN CORP NEW | COM | 256677105 | 4140 | 109636 | SH | DEFINED |
| DOMINION RES INC VA NEW | COM | 25746U109 | 91050 | 1793381 | SH | DEFINED |
| DORAL FINL CORP | COM NEW | 25811P886 | 2086 | 1913545 | SH | DEFINED |
| DOUGLAS EMMETT INC | COM | 25960P109 | 11904 | 696139 | SH | DEFINED |
| DOUGLAS EMMETT INC | COM | 25960P109 | 1479 | 86506 | SH | SOLE |
| DOUGLAS DYNAMICS INC | COM | 25960R105 | 5958 | 466188 | SH | DEFINED |
| DOVER CORP | COM | 260003108 | 84336 | 1809793 | SH | DEFINED |
| DU PONT E I DE NEMOURS & CO | COM | 263534109 | 6790 | 169866 | SH | DEFINED |
| DUKE ENERGY CORP NEW | COM | 26441C105 | 1117 | 55879 | SH | DEFINED |
| E M C CORP MASS | COM | 268648102 | 1574 | 74979 | SH | DEFINED |
| EATON CORP | COM | 278058102 | 12572 | 354145 | SH | DEFINED |
| EBAY INC | COM | 278642103 | 119212 | 4042466 | SH | DEFINED |
| EDISON INTL | COM | 281020107 | 544 | 14218 | SH | DEFINED |
| EDUCATION MGMT CORP NEW | COM | 28140M103 | 26556 | 1789480 | SH | DEFINED |
| EL PASO CORP | COM | 28336L109 | 68356 | 3910508 | SH | DEFINED |
| EMCORE CORP | COM | 290846104 | 228 | 230020 | SH | SOLE |
| EMERSON ELEC CO | COM | 291011104 | 19237 | 465677 | SH | DEFINED |
| ENTERGY CORP NEW | COM | 29364G103 | 505 | 7614 | SH | DEFINED |
| EQUINIX INC | COM NEW | 29444U502 | 111742 | 1257927 | SH | DEFINED |
| EQUITY RESIDENTIAL | SH BEN INT | 29476L107 | 1051 | 20263 | SH | DEFINED |
| EXELON CORP | COM | 30161N101 | 2193 | 51473 | SH | DEFINED |

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|-------------------------------|-----------------|-----------|---------|----------|----|---------|
| EXPRESS SCRIPTS INC | COM | 302182100 | 283560 | 7649324 | SH | DEFINED |
| EXXON MOBIL CORP | COM | 30231G102 | 231091 | 3181758 | SH | DEFINED |
| FTI CONSULTING INC | COM | 302941109 | 10782 | 292911 | SH | DEFINED |
| FEDEX CORP | COM | 31428X106 | 57614 | 851269 | SH | DEFINED |
| FINANCIAL ENGINES INC | COM | 317485100 | 1358 | 75000 | SH | DEFINED |
| FIRSTENERGY CORP | COM | 337932107 | 39760 | 885317 | SH | DEFINED |
| FLUIDIGM CORP DEL | COM | 34385P108 | 2157 | 154814 | SH | SOLE |
| FORD MTR CO DEL | COM PAR \$0.01 | 345370860 | 1937 | 200311 | SH | DEFINED |
| FOREST OIL CORP | COM PAR \$0.01 | 346091705 | 9053 | 628690 | SH | DEFINED |
| FORTINET INC | COM | 34959E109 | 5522 | 328688 | SH | DEFINED |
| FRANKLIN RES INC | COM | 354613101 | 1286 | 13450 | SH | DEFINED |
| FREEMPORT-MCMORAN COPPER & GO | COM | 35671D857 | 49718 | 1632774 | SH | DEFINED |
| GEN-PROBE INC NEW | COM | 36866T103 | 8794 | 153602 | SH | DEFINED |
| GENERAL DYNAMICS CORP | COM | 369550108 | 2013 | 35381 | SH | DEFINED |
| GENERAL ELECTRIC CO | COM | 369604103 | 1437039 | 94417784 | SH | DEFINED |
| GENERAL MTRS CO | COM | 37045V100 | 1212 | 60060 | SH | DEFINED |
| GENUINE PARTS CO | COM | 372460105 | 4369 | 86012 | SH | DEFINED |
| GILEAD SCIENCES INC | COM | 375558103 | 355207 | 9154807 | SH | DEFINED |
| GOLDMAN SACHS GROUP INC | COM | 38141G104 | 238003 | 2517217 | SH | DEFINED |
| GOOGLE INC | CL A | 38259P508 | 211675 | 410987 | SH | DEFINED |
| GREENHILL & CO INC | COM | 395259104 | 3002 | 105000 | SH | DEFINED |
| GRIFOLS S A | SPONSORED ADR | 398438309 | 127 | 19913 | SH | DEFINED |
| GRUPO FINANCIERO GALICIA S A | SP ADR 10 SH B | 399909100 | 134 | 16230 | SH | DEFINED |
| GRUPO AEROPORTUARIO DEL SURE | SPON ADR SER B | 40051E202 | 331 | 6662 | SH | DEFINED |
| HCA HOLDINGS INC | COM | 40412C101 | 25560 | 1267878 | SH | DEFINED |
| HCC INS HLDGS INC | COM | 404132102 | 31415 | 1161365 | SH | DEFINED |
| HCP INC | COM | 40414L109 | 409 | 11657 | SH | DEFINED |
| HALLIBURTON CO | COM | 406216101 | 64525 | 2114194 | SH | DEFINED |
| HARMONY GOLD MNG LTD | SPONSORED ADR | 413216300 | 8619 | 734811 | SH | DEFINED |
| HARSCO CORP | COM | 415864107 | 25047 | 1291762 | SH | DEFINED |
| HARTFORD FINL SVCS GROUP INC | COM | 416515104 | 41793 | 2589425 | SH | DEFINED |
| HEALTH CARE REIT INC | COM | 42217K106 | 425 | 9072 | SH | DEFINED |
| HESS CORP | COM | 42809H107 | 62732 | 1195806 | SH | DEFINED |
| HEWLETT PACKARD CO | COM | 428236103 | 21699 | 966553 | SH | DEFINED |
| HEXCEL CORP NEW | COM | 428291108 | 40292 | 1818232 | SH | DEFINED |
| HISOFT TECHNOLOGY INTL LTD | SPONSORED ADR | 43358R108 | 7691 | 875010 | SH | SOLE |
| HITTITE MICROWAVE CORP | COM | 43365Y104 | 26054 | 534993 | SH | DEFINED |
| HOME DEPOT INC | COM | 437076102 | 66136 | 2012058 | SH | DEFINED |
| HOMEAWAY INC | COM | 43739Q100 | 1380 | 41044 | SH | DEFINED |
| HONEYWELL INTL INC | COM | 438516106 | 219846 | 5006743 | SH | DEFINED |
| HOSPIRA INC | COM | 441060100 | 39105 | 1056880 | SH | DEFINED |
| HOST HOTELS & RESORTS INC | COM | 44107P104 | 459 | 41922 | SH | DEFINED |
| HUMAN GENOME SCIENCES INC | COM | 444903108 | 9082 | 715695 | SH | DEFINED |
| ICF INTL INC | COM | 44925C103 | 335 | 17795 | SH | SOLE |
| ICICI BK LTD | ADR | 45104G104 | 34504 | 993784 | SH | DEFINED |
| IHS INC | CL A | 451734107 | 27924 | 373272 | SH | DEFINED |
| ILLUMINA INC | COM | 452327109 | 22979 | 561556 | SH | DEFINED |
| INCYTE CORP | COM | 45337C102 | 13060 | 934861 | SH | DEFINED |
| INFINERA CORPORATION | COM | 45667G103 | 4329 | 560803 | SH | DEFINED |
| INFOSYS LTD | SPONSORED ADR | 456788108 | 13917 | 272500 | SH | DEFINED |
| ING GROEP N V | SPONSORED ADR | 456837103 | 5239 | 743104 | SH | DEFINED |
| INSULET CORP | COM | 45784P101 | 3614 | 236825 | SH | DEFINED |
| INTEL CORP | COM | 458140100 | 56176 | 2633046 | SH | DEFINED |
| INTERMUNE INC | COM | 45884X103 | 3658 | 181087 | SH | DEFINED |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 284842 | 1628876 | SH | DEFINED |
| INTUIT | COM | 461202103 | 38602 | 813701 | SH | DEFINED |
| INTREPID POTASH INC | COM | 46121Y102 | 8390 | 337356 | SH | DEFINED |
| ISHARES INC | MSCI EMU INDEX | 464286608 | 3164 | 115812 | SH | DEFINED |
| ISHARES TR | MSCI EMERG MKT | 464287234 | 31438 | 895809 | SH | DEFINED |
| ISHARES TR | MSCI EAFE INDEX | 464287465 | 8239 | 172441 | SH | DEFINED |
| ISIS PHARMACEUTICALS INC | COM | 464330109 | 1550 | 228577 | SH | DEFINED |
| ITC HLDGS CORP | COM | 465685105 | 82759 | 1068819 | SH | DEFINED |

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|------------------------------|---------------|-----------|--------|----------|----|---------|
| JPMORGAN CHASE & CO | COM | 46625H100 | 338464 | 11237192 | SH | DEFINED |
| JOHNSON & JOHNSON | COM | 478160104 | 170568 | 2678098 | SH | DEFINED |
| JUNIPER NETWORKS INC | COM | 48203R104 | 11759 | 681259 | SH | DEFINED |
| KLA-TENCOR CORP | COM | 482480100 | 2232 | 58299 | SH | DEFINED |
| KELLOGG CO | COM | 487836108 | 8266 | 155397 | SH | DEFINED |
| KIMBERLY CLARK CORP | COM | 494368103 | 7454 | 104977 | SH | DEFINED |
| KIMCO RLTY CORP | COM | 49446R109 | 385 | 25605 | SH | DEFINED |
| KIRBY CORP | COM | 497266106 | 4154 | 78915 | SH | DEFINED |
| KRAFT FOODS INC | CL A | 50075N104 | 215785 | 6426012 | SH | DEFINED |
| LAS VEGAS SANDS CORP | COM | 517834107 | 40085 | 1045518 | SH | DEFINED |
| LIBERTY GLOBAL INC | COM SER C | 530555309 | 165394 | 4778779 | SH | DEFINED |
| LINCARE HLDGS INC | COM | 532791100 | 36776 | 1634501 | SH | DEFINED |
| LOEWS CORP | COM | 540424108 | 588 | 17010 | SH | DEFINED |
| LORILLARD INC | COM | 544147101 | 1090 | 9844 | SH | DEFINED |
| LOWES COS INC | COM | 548661107 | 102337 | 5291493 | SH | DEFINED |
| M D C HLDGS INC | COM | 552676108 | 25480 | 1504149 | SH | DEFINED |
| MSC INDL DIRECT INC | CL A | 553530106 | 18266 | 323526 | SH | DEFINED |
| MSCI INC | CL A | 55354G100 | 13717 | 452259 | SH | DEFINED |
| MACYS INC | COM | 55616P104 | 45969 | 1746553 | SH | DEFINED |
| MACYS INC | COM | 55616P104 | 4 | 158 | SH | SOLE |
| MARATHON PETE CORP | COM | 56585A102 | 19526 | 721599 | SH | DEFINED |
| MARSH & MCLENNAN COS INC | COM | 571748102 | 1204 | 45360 | SH | DEFINED |
| MARRIOTT INTL INC NEW | CL A | 571903202 | 822 | 30187 | SH | DEFINED |
| MASIMO CORP | COM | 574795100 | 22356 | 1033555 | SH | DEFINED |
| MASTERCARD INC | CL A | 57636Q104 | 7671 | 24186 | SH | DEFINED |
| MCCORMICK & CO INC | COM NON VTG | 579780206 | 14603 | 316348 | SH | DEFINED |
| MCDERMOTT INTL INC | COM | 580037109 | 13875 | 1289525 | SH | DEFINED |
| MCDONALDS CORP | COM | 580135101 | 20666 | 235325 | SH | DEFINED |
| MCGRAW HILL COS INC | COM | 580645109 | 465 | 11340 | SH | DEFINED |
| MCKESSON CORP | COM | 58155Q103 | 1025 | 14096 | SH | DEFINED |
| MEAD JOHNSON NUTRITION CO | COM | 582839106 | 19489 | 283147 | SH | DEFINED |
| MECHEL OAO | SPONSORED ADR | 583840103 | 19191 | 1883335 | SH | DEFINED |
| MECHEL OAO | SPON ADR PFD | 583840509 | 4041 | 1010247 | SH | DEFINED |
| MEDASSETS INC | COM | 584045108 | 7618 | 792706 | SH | DEFINED |
| MEDASSETS INC | COM | 584045108 | 1373 | 142887 | SH | SOLE |
| MEDCO HEALTH SOLUTIONS INC | COM | 58405U102 | 1185 | 25271 | SH | DEFINED |
| MEDTRONIC INC | COM | 585055106 | 1830 | 55060 | SH | DEFINED |
| MERCADOLIBRE INC | COM | 58733R102 | 17603 | 327494 | SH | DEFINED |
| MERCK & CO INC NEW | COM | 58933Y105 | 12328 | 377014 | SH | DEFINED |
| METLIFE INC | COM | 59156R108 | 42713 | 1524920 | SH | DEFINED |
| METTLER TOLEDO INTERNATIONAL | COM | 592688105 | 21499 | 153611 | SH | DEFINED |
| MICROSOFT CORP | COM | 594918104 | 346335 | 13914624 | SH | DEFINED |
| MICROCHIP TECHNOLOGY INC | COM | 595017104 | 27566 | 886066 | SH | DEFINED |
| MOBILE TELESYSTEMS OJSC | SPONSORED ADR | 607409109 | 52701 | 4284639 | SH | DEFINED |
| MOLEX INC | CL A | 608554200 | 13166 | 780000 | SH | DEFINED |
| MOLSON COORS BREWING CO | CL B | 60871R209 | 53570 | 1352425 | SH | DEFINED |
| MOLYCORP INC DEL | COM | 608753109 | 5762 | 175286 | SH | DEFINED |
| MONSANTO CO NEW | COM | 61166W101 | 258835 | 4311046 | SH | DEFINED |
| MONSTER WORLDWIDE INC | COM | 611742107 | 9600 | 1337114 | SH | DEFINED |
| MOSAIC CO NEW | COM | 61945C103 | 2786 | 56884 | SH | DEFINED |
| MOTOROLA SOLUTIONS INC | COM NEW | 620076307 | 648 | 15458 | SH | DEFINED |
| NII HLDGS INC | CL B NEW | 62913F201 | 121631 | 4513228 | SH | DEFINED |
| NRG ENERGY INC | COM NEW | 629377508 | 564 | 26607 | SH | DEFINED |
| NALCO HOLDING COMPANY | COM | 62985Q101 | 15737 | 449878 | SH | DEFINED |
| NATIONAL CINEMEDIA INC | COM | 635309107 | 3292 | 226860 | SH | DEFINED |
| NATIONAL OILWELL VARCO INC | COM | 637071101 | 32600 | 636478 | SH | DEFINED |
| NETAPP INC | COM | 64110D104 | 781 | 23017 | SH | DEFINED |
| NETFLIX INC | COM | 64110L106 | 2492 | 22000 | SH | DEFINED |
| NEWCASTLE INVT CORP | COM | 65105M108 | 3053 | 750000 | SH | DEFINED |
| NEWMONT MINING CORP | COM | 651639106 | 2042 | 32437 | SH | DEFINED |
| NEWS CORP | CL A | 65248E104 | 19143 | 1236649 | SH | DEFINED |
| NEXTERA ENERGY INC | COM | 65339F101 | 72802 | 1347684 | SH | DEFINED |

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| NIKE INC | CL B | 654106103 | 3443 | 40260 | SH | DEFINED |
| NORTHEAST UTILS | COM | 664397106 | 828 | 24619 | SH | DEFINED |
| NOVARTIS A G | SPONSORED ADR | 66987V109 | 61054 | 1094751 | SH | DEFINED |
| NVIDIA CORP | COM | 67066G104 | 1011 | 80811 | SH | DEFINED |
| NUVASIVE INC | COM | 670704105 | 1463 | 85734 | SH | DEFINED |
| O REILLY AUTOMOTIVE INC NEW | COM | 67103H107 | 76354 | 1145938 | SH | DEFINED |
| OCCIDENTAL PETE CORP DEL | COM | 674599105 | 89601 | 1253162 | SH | DEFINED |
| OMNICARE INC | COM | 681904108 | 44203 | 1738217 | SH | DEFINED |
| OMNICOM GROUP INC | COM | 681919106 | 180774 | 4906990 | SH | DEFINED |
| ORACLE CORP | COM | 68389X105 | 240931 | 8383109 | SH | DEFINED |
| ORION ENERGY SYSTEMS INC | COM | 686275108 | 4163 | 1570990 | SH | SOLE |
| PG&E CORP | COM | 69331C108 | 1099 | 25981 | SH | DEFINED |
| PICO HLDGS INC | COM NEW | 693366205 | 4964 | 242046 | SH | DEFINED |
| PPL CORP | COM | 69351T106 | 1222 | 42830 | SH | DEFINED |
| PAYCHEX INC | COM | 704326107 | 102461 | 3885507 | SH | DEFINED |
| PEABODY ENERGY CORP | COM | 704549104 | 19249 | 568162 | SH | DEFINED |
| PENN NATL GAMING INC | COM | 707569109 | 18734 | 562753 | SH | DEFINED |
| PEOPLES UNITED FINANCIAL INC | COM | 712704105 | 20132 | 1765944 | SH | DEFINED |
| PEPSICO INC | COM | 713448108 | 470501 | 7600987 | SH | DEFINED |
| PERKINELMER INC | COM | 714046109 | 58983 | 3070440 | SH | DEFINED |
| PETROLEO BRASILEIRO SA PETRO | SP ADR NON VTG | 71654V101 | 172317 | 8316451 | SH | DEFINED |
| PFIZER INC | COM | 717081103 | 170942 | 9668639 | SH | DEFINED |
| PHARMASSET INC | COM | 71715N106 | 1560 | 18938 | SH | DEFINED |
| PHILIP MORRIS INTL INC | COM | 718172109 | 16298 | 261276 | SH | DEFINED |
| PIONEER NAT RES CO | COM | 723787107 | 13660 | 207688 | SH | DEFINED |
| PLUM CREEK TIMBER CO INC | COM | 729251108 | 276 | 7956 | SH | DEFINED |
| POLYPORE INTL INC | COM | 73179V103 | 283 | 5000 | SH | DEFINED |
| POTASH CORP SASK INC | COM | 73755L107 | 20546 | 475383 | SH | DEFINED |
| PRAXAIR INC | COM | 74005P104 | 206635 | 2210472 | SH | DEFINED |
| PRECISION CASTPARTS CORP | COM | 740189105 | 12582 | 80934 | SH | DEFINED |
| PRICE T ROWE GROUP INC | COM | 74144T108 | 1018 | 21310 | SH | DEFINED |
| PROCTER & GAMBLE CO | COM | 742718109 | 153409 | 2428125 | SH | DEFINED |
| PROLOGIS INC | COM | 74340W103 | 629 | 25957 | SH | DEFINED |
| PRUDENTIAL FINL INC | COM | 744320102 | 107732 | 2299012 | SH | DEFINED |
| PUBLIC SVC ENTERPRISE GROUP | COM | 744573106 | 14584 | 437052 | SH | DEFINED |
| PUBLIC STORAGE | COM | 74460D109 | 5397 | 48465 | SH | DEFINED |
| QLIK TECHNOLOGIES INC | COM | 74733T105 | 2487 | 115000 | SH | DEFINED |
| QUALCOMM INC | COM | 747525103 | 519520 | 10683110 | SH | DEFINED |
| QUANTA SVCS INC | COM | 74762E102 | 15676 | 834272 | SH | DEFINED |
| QUICKSILVER RESOURCES INC | COM | 74837R104 | 11460 | 1511897 | SH | DEFINED |
| RLJ LODGING TR | COM | 74965L101 | 92692 | 7258558 | SH | DEFINED |
| RLJ LODGING TR | COM | 74965L101 | 35331 | 2766703 | SH | SOLE |
| RADNET INC | COM | 750491102 | 508 | 208333 | SH | SOLE |
| RANGE RES CORP | COM | 75281A109 | 689 | 11794 | SH | DEFINED |
| RAYONIER INC | COM | 754907103 | 2276 | 61869 | SH | DEFINED |
| REGIONS FINANCIAL CORP NEW | COM | 7591EP100 | 1182 | 354969 | SH | DEFINED |
| RESMED INC | COM | 761152107 | 43352 | 1505813 | SH | DEFINED |
| ROCKWELL COLLINS INC | COM | 774341101 | 75044 | 1422369 | SH | DEFINED |
| ROVI CORP | COM | 779376102 | 35284 | 820940 | SH | DEFINED |
| ROWAN COS INC | COM | 779382100 | 2383 | 78938 | SH | DEFINED |
| RYANAIR HLDGS PLC | SPONSORED ADR | 783513104 | 362 | 14070 | SH | DEFINED |
| SL GREEN RLTY CORP | COM | 78440X101 | 8454 | 145384 | SH | DEFINED |
| SLM CORP | COM | 78442P106 | 692 | 55566 | SH | DEFINED |
| SPDR S&P 500 ETF TR | TR UNIT | 78462F103 | 4184 | 36974 | SH | DEFINED |
| SPDR INDEX SHS FDS | S&P CHINA ETF | 78463X400 | 849 | 15205 | SH | DEFINED |
| ST JUDE MED INC | COM | 790849103 | 830 | 22932 | SH | DEFINED |
| SALESFORCE COM INC | COM | 79466L302 | 1983 | 17350 | SH | DEFINED |
| SANDISK CORP | COM | 80004C101 | 628 | 15574 | SH | DEFINED |
| SANOFI | RIGHT 12/31/2020 | 80105N113 | 40 | 37509 | SH | DEFINED |
| SCHLUMBERGER LTD | COM | 806857108 | 417867 | 6995931 | SH | DEFINED |
| SELECT SECTOR SPDR TR | SBI INT-FINL | 81369Y605 | 6137 | 519672 | SH | DEFINED |
| SELECT SECTOR SPDR TR | SBI INT-INDS | 81369Y704 | 26237 | 897923 | SH | DEFINED |

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| SEMPRA ENERGY | COM | 816851109 | 1105 | 21451 | SH | DEFINED |
| SIEMENS A G | SPONSORED ADR | 826197501 | 20682 | 230332 | SH | DEFINED |
| SIGMA ALDRICH CORP | COM | 826552101 | 1352 | 21887 | SH | DEFINED |
| SIMON PPTY GROUP INC NEW | COM | 828806109 | 6117 | 55620 | SH | DEFINED |
| SIRIUS XM RADIO INC | COM | 82967N108 | 8166 | 5408083 | SH | DEFINED |
| SOCIEDAD QUIMICA MINERA DE C | SPON ADR SER B | 833635105 | 70580 | 1476258 | SH | DEFINED |
| SOUTHERN CO | COM | 842587107 | 13644 | 322024 | SH | DEFINED |
| SOUTHWESTERN ENERGY CO | COM | 845467109 | 44945 | 1348494 | SH | DEFINED |
| SPECTRA ENERGY CORP | COM | 847560109 | 26012 | 1060408 | SH | DEFINED |
| SPRINT NEXTEL CORP | COM SER 1 | 852061100 | 690 | 226905 | SH | DEFINED |
| STARBUCKS CORP | COM | 855244109 | 1963 | 52631 | SH | DEFINED |
| STATE STR CORP | COM | 857477103 | 242615 | 7544012 | SH | DEFINED |
| STEEL DYNAMICS INC | COM | 858119100 | 4786 | 482459 | SH | DEFINED |
| STERICYCLE INC | COM | 858912108 | 11742 | 145472 | SH | DEFINED |
| STILLWATER MNG CO | COM | 86074Q102 | 2661 | 313050 | SH | DEFINED |
| SUCCESSFACTORS INC | COM | 864596101 | 33809 | 1470601 | SH | DEFINED |
| SUNCOR ENERGY INC NEW | COM | 867224107 | 110556 | 4345773 | SH | DEFINED |
| SUPERMEDIA INC | COM | 868447103 | 712 | 459495 | SH | SOLE |
| SYCAMORE NETWORKS INC | COM NEW | 871206405 | 3066 | 169886 | SH | DEFINED |
| SYNAPTICS INC | COM | 87157D109 | 17576 | 735417 | SH | DEFINED |
| SYSCO CORP | COM | 871829107 | 2745 | 105998 | SH | DEFINED |
| TAIWAN SEMICONDUCTOR MFG LTD | SPONSORED ADR | 874039100 | 52324 | 4577799 | SH | DEFINED |
| TAKE-TWO INTERACTIVE SOFTWARE | COM | 874054109 | 2226 | 175000 | SH | DEFINED |
| TARGET CORP | COM | 87612E106 | 268193 | 5468863 | SH | DEFINED |
| TELEFONICA S A | SPONSORED ADR | 879382208 | 3952 | 206696 | SH | DEFINED |
| TENET HEALTHCARE CORP | COM | 88033G100 | 2306 | 560990 | SH | DEFINED |
| TERADATA CORP DEL | COM | 88076W103 | 862 | 16102 | SH | DEFINED |
| TEVA PHARMACEUTICAL INDS LTD | ADR | 881624209 | 42209 | 1134054 | SH | DEFINED |
| TEXAS INSTRS INC | COM | 882508104 | 87351 | 3277696 | SH | DEFINED |
| TEXTRON INC | COM | 883203101 | 534 | 30248 | SH | DEFINED |
| THERMO FISHER SCIENTIFIC INC | COM | 883556102 | 112044 | 2212569 | SH | DEFINED |
| 3M CO | COM | 88579Y101 | 936 | 13042 | SH | DEFINED |
| THRESHOLD PHARMACEUTICAL INC | COM NEW | 885807206 | 19 | 13304 | SH | DEFINED |
| TIME WARNER INC | COM NEW | 887317303 | 133869 | 4466769 | SH | DEFINED |
| TRAVELERS COMPANIES INC | COM | 89417E109 | 9094 | 186616 | SH | DEFINED |
| US BANCORP DEL | COM NEW | 902973304 | 2206 | 93698 | SH | DEFINED |
| ULTRA PETROLEUM CORP | COM | 903914109 | 5153 | 185886 | SH | DEFINED |
| UNION PAC CORP | COM | 907818108 | 24776 | 303368 | SH | DEFINED |
| UNITED PARCEL SERVICE INC | CL B | 911312106 | 96030 | 1520659 | SH | DEFINED |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 95351 | 1355185 | SH | DEFINED |
| UNITEDHEALTH GROUP INC | COM | 91324P102 | 13882 | 301005 | SH | DEFINED |
| URBAN OUTFITTERS INC | COM | 917047102 | 10549 | 472818 | SH | DEFINED |
| VCA ANTECH INC | COM | 918194101 | 719 | 45000 | SH | DEFINED |
| VALE S A | ADR | 91912E105 | 3474 | 152364 | SH | DEFINED |
| VALE S A | ADR REPSTG PFD | 91912E204 | 64572 | 3074855 | SH | DEFINED |
| VANGUARD BD INDEX FD INC | SHORT TRM BOND | 921937827 | 326 | 4000 | SH | DEFINED |
| VANGUARD INTL EQUITY INDEX F | MSCI EMR MKT ETF | 922042858 | 2430 | 67819 | SH | DEFINED |
| VENTAS INC | COM | 92276F100 | 786 | 15911 | SH | DEFINED |
| VANGUARD INDEX FDS | REIT ETF | 922908553 | 9655 | 189804 | SH | DEFINED |
| VERA BRADLEY INC | COM | 92335C106 | 4506 | 125000 | SH | DEFINED |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 74223 | 2016927 | SH | DEFINED |
| VERTEX PHARMACEUTICALS INC | COM | 92532F100 | 30043 | 675736 | SH | DEFINED |
| VIACOM INC NEW | CL B | 92553P201 | 2198 | 56726 | SH | DEFINED |
| VIRGIN MEDIA INC | COM | 92769L101 | 648 | 26617 | SH | DEFINED |
| VIRTUALSCOPICS INC | COM | 928269109 | 1218 | 1218467 | SH | SOLE |
| VISA INC | COM CL A | 92826C839 | 409482 | 4776969 | SH | DEFINED |
| VODAFONE GROUP PLC NEW | SPONS ADR NEW | 92857W209 | 19061 | 742840 | SH | DEFINED |
| VORNADO RLTY TR | SH BEN INT | 929042109 | 823 | 11029 | SH | DEFINED |
| VULCAN MATLS CO | COM | 929160109 | 245 | 8895 | SH | DEFINED |
| WABTEC CORP | COM | 929740108 | 2717 | 51392 | SH | DEFINED |
| WAL MART STORES INC | COM | 931142103 | 9432 | 181737 | SH | DEFINED |
| WALGREEN CO | COM | 931422109 | 1974 | 60011 | SH | DEFINED |

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| WATSON PHARMACEUTICALS INC | COM | 942683103 | 1780 | 26082 | SH | DEFINED |
| WELLS FARGO & CO NEW | COM | 949746101 | 74416 | 3085251 | SH | DEFINED |
| WESTERN DIGITAL CORP | COM | 958102105 | 334 | 12974 | SH | DEFINED |
| WESTERN UN CO | COM | 959802109 | 251320 | 16436919 | SH | DEFINED |
| WEYERHAEUSER CO | COM | 962166104 | 268 | 17216 | SH | DEFINED |
| WILLIAMS COS INC DEL | COM | 969457100 | 1331 | 54666 | SH | DEFINED |
| WINDSTREAM CORP | COM | 97381W104 | 2348 | 201542 | SH | DEFINED |
| WINDSTREAM CORP | COM | 97381W104 | 5259 | 451457 | SH | SOLE |
| WISDOMTREE TRUST | INDIA ERNGS FD | 97717W422 | 2952 | 162664 | SH | DEFINED |
| XCEL ENERGY INC | COM | 98389B100 | 3103 | 125665 | SH | DEFINED |
| YAHOO INC | COM | 984332106 | 215 | 16330 | SH | DEFINED |
| YUM BRANDS INC | COM | 988498101 | 22682 | 459238 | SH | DEFINED |
| ZIMMER HLDGS INC | COM | 98956P102 | 1099 | 20547 | SH | DEFINED |
| ZIONS BANCORPORATION | COM | 989701107 | 6863 | 487430 | SH | DEFINED |