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GENERAL ELECTRIC CO  
Form 13F-HR  
April 30, 2009

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2009

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 | April 30, 2009 |
| -----               | -----         | ----- | -----          |
| (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: 399

Form 13F Information Table Value Total: \$16,639,967  
(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 |
|------------------------------|----------------|-----------|-----------------|-----------------|---------|-----------|--------------------|
| ABB LTD                      | SPONSORED ADR  | 000375204 | 59118           | 4240894         |         |           | DEFINED            |
| ARCH CAP GROUP LTD           | ORD            | G0450A105 | 16088           | 298700          |         |           | DEFINED            |
| AXIS CAPITAL HOLDINGS        | SHS            | G0692U109 | 39727           | 1762500         |         |           | DEFINED            |
| ACCENTURE LTD BERMUDA        | CL A           | G1150G111 | 939             | 34155           |         |           | DEFINED            |
| COVIDIEN LTD                 | COM            | G2552X108 | 96637           | 2907262         |         |           | DEFINED            |
| GENPACT LIMITED              | SHS            | G3922B107 | 353934          | 39947363        |         |           | SOLE               |
| INVESCO LTD                  | SHS            | G491BT108 | 1212            | 87470           |         |           | DEFINED            |
| MARVELL TECHNOLOGY GROUP LTD | ORD            | G5876H105 | 16829           | 1837197         |         |           | DEFINED            |
| NABORS INDUSTRIES LTD        | SHS            | G6359F103 | 5600            | 560596          |         |           | DEFINED            |
| PARTNERRE LTD                | COM            | G6852T105 | 6940            | 111811          |         |           | DEFINED            |
| ACE LTD                      | SHS            | H0023R105 | 120090          | 2972536         |         |           | DEFINED            |
| WEATHERFORD INTERNATIONAL LT | REG            | H27013103 | 10389           | 938438          |         |           | DEFINED            |
| TRANSOCEAN LTD               | REG SHS        | H8817H100 | 363676          | 6180754         |         |           | DEFINED            |
| MILlicom Intl Cellular S A   | SHS NEW        | L6388F110 | 5919            | 159809          |         |           | DEFINED            |
| A D A M INC                  | COM            | 00088U108 | 522             | 196103          |         |           | SOLE               |
| AFLAC INC                    | COM            | 001055102 | 65206           | 3368073         |         |           | DEFINED            |
| AES CORP                     | COM            | 00130H105 | 542             | 93312           |         |           | DEFINED            |
| AT&T INC                     | COM            | 00206R102 | 102790          | 4078975         |         |           | DEFINED            |
| ABBOTT LABS                  | COM            | 002824100 | 89808           | 1882760         |         |           | DEFINED            |
| ACHILLION PHARMACEUTICALS IN | COM            | 00448Q201 | 129             | 82050           |         |           | SOLE               |
| ACTIVISION BLIZZARD INC      | COM            | 00507V109 | 30072           | 2874943         |         |           | DEFINED            |
| ADOBE SYS INC                | COM            | 00724F101 | 1187            | 55492           |         |           | DEFINED            |
| ADVANCE AUTO PARTS INC       | COM            | 00751Y106 | 1981            | 48229           |         |           | DEFINED            |
| AETNA INC NEW                | COM            | 00817Y108 | 36620           | 1505121         |         |           | DEFINED            |
| AFFILIATED COMPUTER SERVICES | CL A           | 008190100 | 62794           | 1311214         |         |           | DEFINED            |
| AFFILIATED MANAGERS GROUP    | COM            | 008252108 | 16769           | 402042          |         |           | DEFINED            |
| AIR PRODS & CHEMS INC        | COM            | 009158106 | 2527            | 44916           |         |           | DEFINED            |
| ALBERTO CULVER CO NEW        | COM            | 013078100 | 57009           | 2521385         |         |           | DEFINED            |
| ALEXION PHARMACEUTICALS INC  | COM            | 015351109 | 1036            | 27500           |         |           | DEFINED            |
| ALLEGHANY CORP DEL           | COM            | 017175100 | 10674           | 39414           |         |           | DEFINED            |
| ALLEGHENY TECHNOLOGIES INC   | COM            | 01741R102 | 59590           | 2717263         |         |           | DEFINED            |

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|                              |                |           |        |          |         |
|------------------------------|----------------|-----------|--------|----------|---------|
| ALLIANCE HEALTHCARE SRVCS IN | COM NEW        | 018606202 | 7617   | 1120160  | SOLE    |
| ALLIANT TECHSYSTEMS INC      | COM            | 018804104 | 27459  | 409956   | DEFINED |
| ALLSTATE CORP                | COM            | 020002101 | 690    | 36034    | DEFINED |
| ALTERA CORP                  | COM            | 021441100 | 475    | 27078    | DEFINED |
| ALTRIA GROUP INC             | COM            | 02209S103 | 31378  | 1958658  | DEFINED |
| ALTUS PHARMACEUTICALS INC    | COM            | 02216N105 | 9      | 40957    | SOLE    |
| AMAZON COM INC               | COM            | 023135106 | 5358   | 72961    | DEFINED |
| AMBASSADORS GROUP INC        | COM            | 023177108 | 3248   | 400000   | DEFINED |
| AMBASSADORS INTL INC         | COM            | 023178106 | 72     | 200000   | DEFINED |
| AMERICA MOVIL SAB DE CV      | SPON ADR L SHS | 02364W105 | 65563  | 2421099  | DEFINED |
| AMERICAN APPAREL INC         | COM            | 023850100 | 2578   | 882834   | DEFINED |
| AMERICAN ELEC PWR INC        | COM            | 025537101 | 57539  | 2277870  | DEFINED |
| AMERICAN EXPRESS CO          | COM            | 025816109 | 2309   | 169387   | DEFINED |
| AMERICAN TOWER CORP          | CL A           | 029912201 | 174520 | 5735116  | DEFINED |
| AMERICAN WTR WKS CO INC NEW  | COM            | 030420103 | 14852  | 771927   | DEFINED |
| AMERIPRISE FINL INC          | COM            | 03076C106 | 45807  | 2235569  | DEFINED |
| AMGEN INC                    | COM            | 031162100 | 410183 | 8283170  | DEFINED |
| AMYLIN PHARMACEUTICALS INC   | COM            | 032346108 | 11484  | 977379   | DEFINED |
| ANALOG DEVICES INC           | COM            | 032654105 | 5202   | 269937   | DEFINED |
| ANGLO AMERN PLC              | ADR NEW        | 03485P201 | 2063   | 241838   | DEFINED |
| ANGLOGOLD ASHANTI LTD        | SPONSORED ADR  | 035128206 | 6790   | 184716   | DEFINED |
| AON CORP                     | COM            | 037389103 | 41900  | 1026453  | DEFINED |
| APACHE CORP                  | COM            | 037411105 | 57409  | 895753   | DEFINED |
| APPLE INC                    | COM            | 037833100 | 12789  | 121665   | DEFINED |
| ARCHER DANIELS MIDLAND CO    | COM            | 039483102 | 9224   | 332045   | DEFINED |
| AUTOMATIC DATA PROCESSING IN | COM            | 053015103 | 20041  | 570000   | DEFINED |
| BAIDU INC                    | SPON ADR REP A | 056752108 | 48105  | 272394   | DEFINED |
| BANCO SANTANDER CHILE NEW    | SP ADR REP COM | 05965X109 | 17224  | 501419   | DEFINED |
| BANK OF AMERICA CORPORATION  | COM            | 060505104 | 21345  | 3129747  | DEFINED |
| BANK OF NEW YORK MELLON CORP | COM            | 064058100 | 89069  | 3152886  | DEFINED |
| BARE ESCENTUALS INC          | COM            | 067511105 | 85     | 20668    | SOLE    |
| BARRICK GOLD CORP            | COM            | 067901108 | 32800  | 1011716  | DEFINED |
| BAXTER INTL INC              | COM            | 071813109 | 27532  | 537523   | DEFINED |
| BED BATH & BEYOND INC        | COM            | 075896100 | 267839 | 10821770 | DEFINED |
| BERKSHIRE HATHAWAY INC DEL   | CL B           | 084670207 | 31020  | 11000    | DEFINED |
| BEST BUY INC                 | COM            | 086516101 | 1067   | 28097    | DEFINED |
| BLACK & DECKER CORP          | COM            | 091797100 | 204    | 6458     | DEFINED |
| BLACKBOARD INC               | COM            | 091935502 | 10472  | 329934   | DEFINED |
| BLACKROCK KELSO CAPITAL CORP | COM            | 092533108 | 25807  | 6159270  | DEFINED |
| BOEING CO                    | COM            | 097023105 | 1325   | 37238    | DEFINED |
| BOSTON PROPERTIES INC        | COM            | 101121101 | 707    | 20183    | DEFINED |
| BOSTON SCIENTIFIC CORP       | COM            | 101137107 | 51927  | 6531733  | DEFINED |
| BRINKER INTL INC             | COM            | 109641100 | 409    | 27078    | DEFINED |
| BRISTOL MYERS SQUIBB CO      | COM            | 110122108 | 129413 | 5903873  | DEFINED |
| BURLINGTON NORTN SANTA FE C  | COM            | 12189T104 | 1239   | 20600    | DEFINED |
| CB RICHARD ELLIS GROUP INC   | CL A           | 12497T101 | 40008  | 9927630  | DEFINED |
| CME GROUP INC                | COM            | 12572Q105 | 255870 | 1038477  | DEFINED |
| CMS ENERGY CORP              | COM            | 125896100 | 410    | 34590    | DEFINED |
| CAMECO CORP                  | COM            | 13321L108 | 4949   | 288226   | DEFINED |
| CAMERON INTERNATIONAL CORP   | COM            | 13342B105 | 1874   | 85454    | DEFINED |
| CANADIAN NATL RY CO          | COM            | 136375102 | 709    | 20000    | DEFINED |
| CANADIAN NAT RES LTD         | COM            | 136385101 | 690    | 17900    | DEFINED |
| CAPITAL ONE FINL CORP        | COM            | 14040H105 | 199    | 16247    | DEFINED |
| CARDINAL HEALTH INC          | COM            | 14149Y108 | 64794  | 2058265  | DEFINED |
| CARNIVAL CORP                | PAIRED CTF     | 143658300 | 105115 | 4866429  | DEFINED |
| CATALYST HEALTH SOLUTIONS IN | COM            | 14888B103 | 9666   | 487690   | DEFINED |
| CAVIUM NETWORKS INC          | COM            | 14965A101 | 1001   | 86735    | SOLE    |
| CELGENE CORP                 | COM            | 151020104 | 2764   | 62248    | DEFINED |
| CEMEX SAB DE CV              | SPON ADR NEW   | 151290889 | 3150   | 503994   | DEFINED |
| CHEESECAKE FACTORY INC       | COM            | 163072101 | 7506   | 655576   | DEFINED |
| CHEVRON CORP NEW             | COM            | 166764100 | 68013  | 1011500  | DEFINED |
| CHIPOTLE MEXICAN GRILL INC   | CL B           | 169656204 | 621    | 10831    | DEFINED |

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|                              |               |           |        |          |         |
|------------------------------|---------------|-----------|--------|----------|---------|
| CHUBB CORP                   | COM           | 171232101 | 25074  | 592476   | DEFINED |
| CISCO SYS INC                | COM           | 17275R102 | 346067 | 20636079 | DEFINED |
| CITRIX SYS INC               | COM           | 177376100 | 13840  | 611287   | DEFINED |
| CLOROX CO DEL                | COM           | 189054109 | 114671 | 2227492  | DEFINED |
| COACH INC                    | COM           | 189754104 | 9404   | 563132   | DEFINED |
| COCA COLA CO                 | COM           | 191216100 | 6385   | 145282   | DEFINED |
| COGENT INC                   | COM           | 19239Y108 | 17583  | 1477576  | DEFINED |
| COGNIZANT TECHNOLOGY SOLUTIO | CL A          | 192446102 | 36853  | 1772638  | DEFINED |
| COLGATE PALMOLIVE CO         | COM           | 194162103 | 3109   | 52714    | DEFINED |
| COMCAST CORP NEW             | CL A          | 20030N101 | 10399  | 762408   | DEFINED |
| COMCAST CORP NEW             | CL A SPL      | 20030N200 | 306290 | 23798742 | DEFINED |
| COMPANHIA VALE DO RIO DOCE   | SPON ADR PFD  | 204412100 | 77507  | 6871185  | DEFINED |
| CONSTANT CONTACT INC         | COM           | 210313102 | 196    | 14015    | SOLE    |
| CORNING INC                  | COM           | 219350105 | 105907 | 7980964  | DEFINED |
| CORRECTIONS CORP AMER NEW    | COM NEW       | 22025Y407 | 40985  | 3199451  | DEFINED |
| CORRECTIONS CORP AMER NEW    | COM NEW       | 22025Y407 | 830    | 64765    | SOLE    |
| COVANCE INC                  | COM           | 222816100 | 9224   | 258876   | DEFINED |
| CUMULUS MEDIA INC            | CL A          | 231082108 | 269    | 266109   | SOLE    |
| DST SYS INC DEL              | COM           | 233326107 | 5552   | 160378   | DEFINED |
| DTE ENERGY CO                | COM           | 233331107 | 4759   | 171789   | DEFINED |
| DANAHER CORP DEL             | COM           | 235851102 | 488    | 9000     | DEFINED |
| DARDEN RESTAURANTS INC       | COM           | 237194105 | 9442   | 275590   | DEFINED |
| DAVITA INC                   | COM           | 23918K108 | 2198   | 50000    | DEFINED |
| DEERE & CO                   | COM           | 244199105 | 45648  | 1388733  | DEFINED |
| DELL INC                     | COM           | 24702R101 | 8639   | 911266   | DEFINED |
| DELTA AIR LINES INC DEL      | COM NEW       | 247361702 | 250    | 44432    | SOLE    |
| DENTSPLY INTL INC NEW        | COM           | 249030107 | 15441  | 575087   | DEFINED |
| DEVON ENERGY CORP NEW        | COM           | 25179M103 | 56722  | 1269230  | DEFINED |
| DIAGEO P L C                 | SPON ADR NEW  | 25243Q205 | 3681   | 82257    | DEFINED |
| DICKS SPORTING GOODS INC     | COM           | 253393102 | 1269   | 88896    | DEFINED |
| DIRECTV GROUP INC            | COM           | 25459L106 | 1700   | 74616    | DEFINED |
| DISNEY WALT CO               | COM DISNEY    | 254687106 | 24667  | 1358326  | DEFINED |
| DISCOVER FINL SVCS           | COM           | 254709108 | 526    | 83400    | DEFINED |
| DOLAN MEDIA CO               | COM           | 25659P402 | 102    | 12971    | SOLE    |
| DOMINION RES INC VA NEW      | COM           | 25746U109 | 89689  | 2894139  | DEFINED |
| DOUGLAS EMMETT INC           | COM           | 25960P109 | 4160   | 562913   | DEFINED |
| DOUGLAS EMMETT INC           | COM           | 25960P109 | 639    | 86506    | SOLE    |
| DOVER CORP                   | COM           | 260003108 | 89682  | 3399628  | DEFINED |
| DRESSER-RAND GROUP INC       | COM           | 261608103 | 11527  | 521587   | DEFINED |
| DU PONT E I DE NEMOURS & CO  | COM           | 263534109 | 2762   | 123682   | DEFINED |
| DUKE ENERGY CORP NEW         | COM           | 26441C105 | 2952   | 206131   | DEFINED |
| E M C CORP MASS              | COM           | 268648102 | 685    | 60129    | DEFINED |
| EQT CORP                     | COM           | 26884L109 | 5057   | 161423   | DEFINED |
| EATON CORP                   | COM           | 278058102 | 38809  | 1052878  | DEFINED |
| EATON VANCE FLTING RATE INC  | COM           | 278279104 | 7832   | 948138   | SOLE    |
| EBAY INC                     | COM           | 278642103 | 37941  | 3020819  | DEFINED |
| ECOLAB INC                   | COM           | 278865100 | 9610   | 276717   | DEFINED |
| EDISON INTL                  | COM           | 281020107 | 57039  | 1979847  | DEFINED |
| EL PASO CORP                 | COM           | 28336L109 | 1048   | 167640   | DEFINED |
| EMCORE CORP                  | COM           | 290846104 | 175    | 230020   | SOLE    |
| EMERSON ELEC CO              | COM           | 291011104 | 39523  | 1382880  | DEFINED |
| ENTERGY CORP NEW             | COM           | 29364G103 | 8054   | 118286   | DEFINED |
| EQUINIX INC                  | COM NEW       | 29444U502 | 14738  | 262468   | DEFINED |
| EQUINIX INC                  | COM NEW       | 29444U502 | 354    | 6302     | SOLE    |
| EQUITY RESIDENTIAL           | SH BEN INT    | 29476L107 | 693    | 37772    | DEFINED |
| EXELON CORP                  | COM           | 30161N101 | 6078   | 133915   | DEFINED |
| EXPRESS SCRIPTS INC          | COM           | 302182100 | 30627  | 663363   | DEFINED |
| EXXON MOBIL CORP             | COM           | 30231G102 | 317753 | 4665971  | DEFINED |
| FPL GROUP INC                | COM           | 302571104 | 52315  | 1031239  | DEFINED |
| FIRST TR/FOUR CRNRS SR FLOAT | COM           | 33733U108 | 5227   | 649349   | SOLE    |
| FIRSTENERGY CORP             | COM           | 337932107 | 1703   | 44119    | DEFINED |
| FOCUS MEDIA HLDG LTD         | SPONSORED ADR | 34415V109 | 2856   | 420014   | DEFINED |

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|                               |                |           |        |          |         |
|-------------------------------|----------------|-----------|--------|----------|---------|
| FORTUNE BRANDS INC            | COM            | 349631101 | 280    | 11417    | DEFINED |
| FRANCE TELECOM                | SPONSORED ADR  | 35177Q105 | 365    | 16100    | DEFINED |
| FRANKLIN RES INC              | COM            | 354613101 | 1892   | 35126    | DEFINED |
| FREEMPORT-MCMORAN COPPER & GO | COM            | 35671D857 | 103207 | 2708142  | DEFINED |
| GEN-PROBE INC NEW             | COM            | 36866T103 | 12705  | 278750   | DEFINED |
| GENERAL ELECTRIC CO           | COM            | 369604103 | 952769 | 94240257 | DEFINED |
| GENERAL MLS INC               | COM            | 370334104 | 48016  | 962634   | DEFINED |
| GENESIS LEASE LTD             | ADR            | 37183T107 | 11030  | 3967500  | SOLE    |
| GENOPTIX INC                  | COM            | 37243V100 | 303    | 11095    | SOLE    |
| GENUINE PARTS CO              | COM            | 372460105 | 641    | 21458    | DEFINED |
| GILEAD SCIENCES INC           | COM            | 375558103 | 159710 | 3447965  | DEFINED |
| GOLDMAN SACHS GROUP INC       | COM            | 38141G104 | 309825 | 2922325  | DEFINED |
| GOOGLE INC                    | CL A           | 38259P508 | 95834  | 275338   | DEFINED |
| GREENHILL & CO INC            | COM            | 395259104 | 7888   | 106811   | DEFINED |
| H & E EQUIPMENT SERVICES INC  | COM            | 404030108 | 621    | 94759    | SOLE    |
| HCC INS HLDGS INC             | COM            | 404132102 | 37726  | 1497654  | DEFINED |
| HALLIBURTON CO                | COM            | 406216101 | 33699  | 2178315  | DEFINED |
| HARMONY GOLD MNG LTD          | SPONSORED ADR  | 413216300 | 10835  | 990419   | DEFINED |
| HARRIS CORP DEL               | COM            | 413875105 | 4397   | 151918   | DEFINED |
| HARSCO CORP                   | COM            | 415864107 | 16875  | 761180   | DEFINED |
| HEALTH CARE REIT INC          | COM            | 42217K106 | 405    | 13227    | DEFINED |
| HESS CORP                     | COM            | 42809H107 | 15761  | 290793   | DEFINED |
| HEWLETT PACKARD CO            | COM            | 428236103 | 149632 | 4667241  | DEFINED |
| HEXCEL CORP NEW               | COM            | 428291108 | 19420  | 2955834  | DEFINED |
| HITTITE MICROWAVE CORP        | COM            | 43365Y104 | 22922  | 734669   | DEFINED |
| HOLOGIC INC                   | COM            | 436440101 | 49837  | 3807245  | DEFINED |
| HOME DEPOT INC                | COM            | 437076102 | 3112   | 132086   | DEFINED |
| HONEYWELL INTL INC            | COM            | 438516106 | 27864  | 1000139  | DEFINED |
| HUGOTON RTY TR TEX            | UNIT BEN INT   | 444717102 | 4671   | 488600   | DEFINED |
| ING PRIME RATE TR             | SH BEN INT     | 44977W106 | 19662  | 5666285  | SOLE    |
| IMS HEALTH INC                | COM            | 449934108 | 333    | 26744    | DEFINED |
| ITT CORP NEW                  | COM            | 450911102 | 61454  | 1597441  | DEFINED |
| ICICI BK LTD                  | ADR            | 45104G104 | 6261   | 471142   | DEFINED |
| IHS INC                       | CL A           | 451734107 | 16209  | 393605   | DEFINED |
| ILLUMINA INC                  | COM            | 452327109 | 18419  | 494603   | DEFINED |
| INFINERA CORPORATION          | COM            | 45667G103 | 2369   | 320105   | DEFINED |
| INFINERA CORPORATION          | COM            | 45667G103 | 66     | 8881     | SOLE    |
| INSULET CORP                  | COM            | 45784P101 | 1107   | 270012   | DEFINED |
| INTEL CORP                    | COM            | 458140100 | 216618 | 14412406 | DEFINED |
| INTERNATIONAL BUSINESS MACHS  | COM            | 459200101 | 101728 | 1049932  | DEFINED |
| INTERNATIONAL FLAVORS&FRAGRA  | COM            | 459506101 | 818    | 26856    | DEFINED |
| INTERNATIONAL GAME TECHNOLOG  | COM            | 459902102 | 377    | 40891    | DEFINED |
| INTUIT                        | COM            | 461202103 | 262777 | 9732465  | DEFINED |
| INTREPID POTASH INC           | COM            | 46121Y102 | 14828  | 803689   | DEFINED |
| IRON MTN INC                  | COM            | 462846106 | 155960 | 7034744  | DEFINED |
| ISHARES TR                    | MSCI EMERG MKT | 464287234 | 389    | 15669    | DEFINED |
| ISIS PHARMACEUTICALS INC      | COM            | 464330109 | 3161   | 210608   | DEFINED |
| ITC HLDGS CORP                | COM            | 465685105 | 43511  | 997502   | DEFINED |
| ITRON INC                     | COM            | 465741106 | 426    | 9000     | DEFINED |
| JPMORGAN CHASE & CO           | COM            | 46625H100 | 306901 | 11546311 | DEFINED |
| JOHNSON & JOHNSON             | COM            | 478160104 | 91936  | 1747841  | DEFINED |
| JUNIPER NETWORKS INC          | COM            | 48203R104 | 14452  | 960254   | DEFINED |
| KB FINANCIAL GROUP INC        | SPONSORED ADR  | 48241A105 | 5166   | 213046   | DEFINED |
| KLA-TENCOR CORP               | COM            | 482480100 | 17687  | 884342   | DEFINED |
| KIMBERLY CLARK CORP           | COM            | 494368103 | 38397  | 832717   | DEFINED |
| KINROSS GOLD CORP             | COM NO PAR     | 496902404 | 1341   | 75051    | DEFINED |
| KOHL'S CORP                   | COM            | 500255104 | 33745  | 797377   | DEFINED |
| KRAFT FOODS INC               | CL A           | 50075N104 | 80272  | 3601252  | DEFINED |
| LABORATORY CORP AMER HLDGS    | COM NEW        | 50540R409 | 1638   | 28002    | DEFINED |
| LAM RESEARCH CORP             | COM            | 512807108 | 25805  | 1133278  | DEFINED |
| LAS VEGAS SANDS CORP          | COM            | 517834107 | 122    | 40532    | DEFINED |
| LAUDER ESTEE COS INC          | CL A           | 518439104 | 29781  | 1208142  | DEFINED |

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|------------------------------|---------------|-----------|--------|----------|---------|
| LEGETT & PLATT INC           | COM           | 524660107 | 192    | 14775    | DEFINED |
| LIBERTY GLOBAL INC           | COM SER C     | 530555309 | 94225  | 6668433  | DEFINED |
| LIBERTY MEDIA CORP NEW       | ENT COM SER A | 53071M500 | 214006 | 10727129 | DEFINED |
| LIFE TIME FITNESS INC        | COM           | 53217R207 | 4831   | 384612   | DEFINED |
| LIFE TECHNOLOGIES CORP       | COM           | 53217V109 | 2403   | 73996    | DEFINED |
| LINCARE HLDGS INC            | COM           | 532791100 | 47826  | 2193838  | DEFINED |
| LOCKHEED MARTIN CORP         | COM           | 539830109 | 2619   | 37935    | DEFINED |
| LOEWS CORP                   | COM           | 540424108 | 940    | 42538    | DEFINED |
| LOWES COS INC                | COM           | 548661107 | 179947 | 9860106  | DEFINED |
| M D C HLDGS INC              | COM           | 552676108 | 10435  | 335095   | DEFINED |
| MEMC ELECTR MATLS INC        | COM           | 552715104 | 6698   | 406168   | DEFINED |
| MSCI INC                     | CL A          | 55354G100 | 2352   | 139080   | DEFINED |
| MACROVISION SOLUTIONS CORP   | COM           | 55611C108 | 37739  | 2121348  | DEFINED |
| MARATHON OIL CORP            | COM           | 565849106 | 186578 | 7096903  | DEFINED |
| MARSH & MCLENNAN COS INC     | COM           | 571748102 | 3279   | 161950   | DEFINED |
| MARRIOTT INTL INC NEW        | CL A          | 571903202 | 613    | 37467    | DEFINED |
| MARTIN MARIETTA MATLS INC    | COM           | 573284106 | 3753   | 47323    | DEFINED |
| MASIMO CORP                  | COM           | 574795100 | 34430  | 1188065  | DEFINED |
| MASTERCARD INC               | CL A          | 57636Q104 | 3461   | 20663    | DEFINED |
| MCCORMICK & CO INC           | COM NON VTG   | 579780206 | 122946 | 4157786  | DEFINED |
| MCDERMOTT INTL INC           | COM           | 580037109 | 6306   | 470945   | DEFINED |
| MCDONALDS CORP               | COM           | 580135101 | 15324  | 280817   | DEFINED |
| MCGRAW HILL COS INC          | COM           | 580645109 | 1255   | 54871    | DEFINED |
| MCKESSON CORP                | COM           | 58155Q103 | 31215  | 890830   | DEFINED |
| MEAD JOHNSON NUTRITION CO    | COM CL A      | 582839106 | 8535   | 295626   | DEFINED |
| MEADWESTVACO CORP            | COM           | 583334107 | 590    | 49200    | DEFINED |
| MEDASSETS INC                | COM           | 584045108 | 2036   | 142887   | SOLE    |
| MEDCO HEALTH SOLUTIONS INC   | COM           | 58405U102 | 3176   | 76829    | DEFINED |
| MEDTRONIC INC                | COM           | 585055106 | 164860 | 5594162  | DEFINED |
| MERCADOLIBRE INC             | COM           | 58733R102 | 17354  | 935540   | DEFINED |
| MERCK & CO INC               | COM           | 589331107 | 45435  | 1698499  | DEFINED |
| METLIFE INC                  | COM           | 59156R108 | 60057  | 2637541  | DEFINED |
| METTLER TOLEDO INTERNATIONAL | COM           | 592688105 | 9133   | 177934   | DEFINED |
| MICROSOFT CORP               | COM           | 594918104 | 411521 | 22401810 | DEFINED |
| MICROCHIP TECHNOLOGY INC     | COM           | 595017104 | 25181  | 1188348  | DEFINED |
| MOLEX INC                    | CL A          | 608554200 | 59332  | 4693959  | DEFINED |
| MOLSON COORS BREWING CO      | CL B          | 60871R209 | 16261  | 474362   | DEFINED |
| MONSANTO CO NEW              | COM           | 61166W101 | 319903 | 3849609  | DEFINED |
| MONSTER WORLDWIDE INC        | COM           | 611742107 | 10098  | 1239025  | DEFINED |
| MORGAN STANLEY               | COM NEW       | 617446448 | 31545  | 1385360  | DEFINED |
| MOSAIC CO                    | COM           | 61945A107 | 849    | 20213    | DEFINED |
| NII HLDGS INC                | CL B NEW      | 62913F201 | 74813  | 4987506  | DEFINED |
| NATIONAL CINEMEDIA INC       | COM           | 635309107 | 1516   | 115000   | DEFINED |
| NATIONAL OILWELL VARCO INC   | COM           | 637071101 | 23551  | 820316   | DEFINED |
| NEW ORIENTAL ED & TECH GRP I | SPON ADR      | 647581107 | 2029   | 40386    | DEFINED |
| NEWCASTLE INVT CORP          | COM           | 65105M108 | 488    | 750000   | DEFINED |
| NEWELL RUBBERMAID INC        | COM           | 651229106 | 128    | 19991    | DEFINED |
| NEWMONT MINING CORP          | COM           | 651639106 | 2312   | 51658    | DEFINED |
| NEWS CORP                    | CL A          | 65248E104 | 1227   | 185315   | DEFINED |
| NORTHEAST UTILS              | COM           | 664397106 | 28913  | 1339171  | DEFINED |
| NORTHROP GRUMMAN CORP        | COM           | 666807102 | 781    | 17900    | DEFINED |
| NOVARTIS A G                 | SPONSORED ADR | 66987V109 | 1758   | 46466    | DEFINED |
| NUCOR CORP                   | COM           | 670346105 | 5443   | 142603   | DEFINED |
| NVIDIA CORP                  | COM           | 67066G104 | 856    | 86813    | DEFINED |
| OCCIDENTAL PETE CORP DEL     | COM           | 674599105 | 116485 | 2093167  | DEFINED |
| OMNICARE INC                 | COM           | 681904108 | 656    | 26799    | DEFINED |
| OMNICOM GROUP INC            | COM           | 681919106 | 135303 | 5782186  | DEFINED |
| ORACLE CORP                  | COM           | 68389X105 | 83908  | 4643484  | DEFINED |
| ORBCOMM INC                  | COM           | 68555P100 | 2940   | 2000001  | SOLE    |
| O REILLY AUTOMOTIVE INC      | COM           | 686091109 | 50746  | 1449481  | DEFINED |
| ORION ENERGY SYSTEMS INC     | COM           | 686275108 | 7827   | 1774832  | SOLE    |
| OWENS ILL INC                | COM NEW       | 690768403 | 235    | 16247    | DEFINED |

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|------------------------------|----------------|-----------|--------|----------|---------|
| PG&E CORP                    | COM            | 69331C108 | 11069  | 289612   | DEFINED |
| PICO HLDGS INC               | COM NEW        | 693366205 | 3477   | 115622   | DEFINED |
| POSCO                        | SPONSORED ADR  | 693483109 | 407    | 6097     | DEFINED |
| PACKAGING CORP AMER          | COM            | 695156109 | 418    | 32124    | DEFINED |
| PACTIV CORP                  | COM            | 695257105 | 405    | 27728    | DEFINED |
| PAN AMERICAN SILVER CORP     | COM            | 697900108 | 312    | 17900    | DEFINED |
| PAYCHEX INC                  | COM            | 704326107 | 209511 | 8161691  | DEFINED |
| PEABODY ENERGY CORP          | COM            | 704549104 | 8051   | 321541   | DEFINED |
| PENN NATL GAMING INC         | COM            | 707569109 | 7604   | 314874   | DEFINED |
| PEPSI BOTTLING GROUP INC     | COM            | 713409100 | 97756  | 4415344  | DEFINED |
| PEPSICO INC                  | COM            | 713448108 | 370245 | 7192012  | DEFINED |
| PETROLEO BRASILEIRO SA PETRO | SP ADR NON VTG | 71654V101 | 159668 | 6517075  | DEFINED |
| PFIZER INC                   | COM            | 717081103 | 47946  | 3520239  | DEFINED |
| PHARMERICA CORP              | COM            | 71714F104 | 2700   | 162233   | DEFINED |
| PHILIP MORRIS INTL INC       | COM            | 718172109 | 39118  | 1099430  | DEFINED |
| PLUM CREEK TIMBER CO INC     | COM            | 729251108 | 1120   | 38525    | DEFINED |
| PORTLAND GEN ELEC CO         | COM NEW        | 736508847 | 1280   | 72780    | SOLE    |
| POTASH CORP SASK INC         | COM            | 73755L107 | 31332  | 387725   | DEFINED |
| PRAXAIR INC                  | COM            | 74005P104 | 58228  | 865325   | DEFINED |
| PRECISION CASTPARTS CORP     | COM            | 740189105 | 10388  | 173415   | DEFINED |
| PRICE T ROWE GROUP INC       | COM            | 74144T108 | 731    | 25314    | DEFINED |
| PROCTER & GAMBLE CO          | COM            | 742718109 | 18346  | 389602   | DEFINED |
| PROGRESS ENERGY INC          | COM            | 743263105 | 3393   | 93582    | DEFINED |
| PROGRESSIVE CORP OHIO        | COM            | 743315103 | 1041   | 77437    | DEFINED |
| PRUDENTIAL FINL INC          | COM            | 744320102 | 15181  | 798148   | DEFINED |
| PSYCHIATRIC SOLUTIONS INC    | COM            | 74439H108 | 12189  | 774916   | DEFINED |
| PUBLIC SVC ENTERPRISE GROUP  | COM            | 744573106 | 1638   | 55565    | DEFINED |
| PUBLIC STORAGE               | COM            | 74460D109 | 1077   | 19496    | DEFINED |
| QUALCOMM INC                 | COM            | 747525103 | 454616 | 11683786 | DEFINED |
| QUANTA SVCS INC              | COM            | 74762E102 | 11601  | 540859   | DEFINED |
| QUEST DIAGNOSTICS INC        | COM            | 74834L100 | 2550   | 53700    | DEFINED |
| RADNET INC                   | COM            | 750491102 | 258    | 208333   | SOLE    |
| RAYONIER INC                 | COM            | 754907103 | 6022   | 199265   | DEFINED |
| RAYTHEON CO                  | COM NEW        | 755111507 | 5467   | 140402   | DEFINED |
| REGAL ENMTM GROUP            | CL A           | 758766109 | 16867  | 1257802  | DEFINED |
| REGENT COMMUNICATIONS INC DE | COM            | 758865109 | 143    | 1099998  | SOLE    |
| RESEARCH IN MOTION LTD       | COM            | 760975102 | 126071 | 2924414  | DEFINED |
| RESMED INC                   | COM            | 761152107 | 49558  | 1402308  | DEFINED |
| ROCKWELL COLLINS INC         | COM            | 774341101 | 26536  | 812976   | DEFINED |
| ROYAL DUTCH SHELL PLC        | SPONS ADR A    | 780259206 | 1994   | 45000    | DEFINED |
| RUBICON TECHNOLOGY INC       | COM            | 78112T107 | 630    | 118727   | SOLE    |
| SBA COMMUNICATIONS CORP      | COM            | 78388J106 | 2464   | 105734   | SOLE    |
| SL GREEN RLTY CORP           | COM            | 78440X101 | 390    | 36130    | DEFINED |
| SPDR TR                      | UNIT SER 1     | 78462F103 | 4359   | 54820    | DEFINED |
| SPDR GOLD TRUST              | GOLD SHS       | 78463V107 | 4797   | 53131    | DEFINED |
| ST JUDE MED INC              | COM            | 790849103 | 1908   | 52521    | DEFINED |
| SCANA CORP NEW               | COM            | 80589M102 | 13564  | 439096   | DEFINED |
| SCHERING PLOUGH CORP         | COM            | 806605101 | 2077   | 88212    | DEFINED |
| SCHLUMBERGER LTD             | COM            | 806857108 | 288306 | 7097638  | DEFINED |
| SCHWAB CHARLES CORP NEW      | COM            | 808513105 | 92523  | 5969257  | DEFINED |
| SELECT SECTOR SPDR TR        | SBI INT-FINL   | 81369Y605 | 4645   | 527188   | DEFINED |
| SELECT SECTOR SPDR TR        | SBI INT-INDS   | 81369Y704 | 17848  | 968413   | DEFINED |
| SEMPRA ENERGY                | COM            | 816851109 | 1124   | 24316    | DEFINED |
| SIMON PPTY GROUP INC NEW     | COM            | 828806109 | 1021   | 29464    | DEFINED |
| SOCIEDAD QUIMICA MINERA DE C | SPON ADR SER B | 833635105 | 27639  | 1040641  | DEFINED |
| SOHU COM INC                 | COM            | 83408W103 | 4595   | 111222   | DEFINED |
| SOUTHERN CO                  | COM            | 842587107 | 2298   | 75035    | DEFINED |
| SOUTHWESTERN ENERGY CO       | COM            | 845467109 | 69759  | 2349589  | DEFINED |
| SPECTRA ENERGY CORP          | COM            | 847560109 | 1185   | 83837    | DEFINED |
| SPRINT NEXTEL CORP           | COM SER 1      | 852061100 | 477    | 133639   | DEFINED |
| STAPLES INC                  | COM            | 855030102 | 52914  | 2921829  | DEFINED |
| STARBUCKS CORP               | COM            | 855244109 | 758    | 68193    | DEFINED |

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| STARWOOD HOTELS&RESORTS WRLD | COM           | 85590A401 | 145    | 11401    | DEFINED |
| STATE STR CORP               | COM           | 857477103 | 279791 | 9090042  | DEFINED |
| STERICYCLE INC               | COM           | 858912108 | 9434   | 197663   | DEFINED |
| STERLITE INDS INDIA LTD      | ADS           | 859737207 | 2343   | 331400   | DEFINED |
| SUCCESSFACTORS INC           | COM           | 864596101 | 3911   | 512611   | DEFINED |
| SUNCOR ENERGY INC            | COM           | 867229106 | 47181  | 2124311  | DEFINED |
| SUNOCO INC                   | COM           | 86764P109 | 541    | 20442    | DEFINED |
| SUNPOWER CORP                | COM CL A      | 867652109 | 898    | 37751    | DEFINED |
| SUNTRUST BKS INC             | COM           | 867914103 | 32467  | 2765460  | DEFINED |
| SYNIVERSE HLDGS INC          | COM           | 87163F106 | 11227  | 712401   | DEFINED |
| TECO ENERGY INC              | COM           | 872375100 | 360    | 32307    | DEFINED |
| TAIWAN SEMICONDUCTOR MFG LTD | SPONSORED ADR | 874039100 | 50076  | 5595133  | DEFINED |
| TARGET CORP                  | COM           | 87612E106 | 64004  | 1861135  | DEFINED |
| TESCO CORP                   | COM           | 88157K101 | 6878   | 879559   | DEFINED |
| TEVA PHARMACEUTICAL INDS LTD | ADR           | 881624209 | 33560  | 744945   | DEFINED |
| TEXAS INSTRS INC             | COM           | 882508104 | 28221  | 1709336  | DEFINED |
| TEXTRON INC                  | COM           | 883203101 | 30141  | 5251123  | DEFINED |
| THERMO FISHER SCIENTIFIC INC | COM           | 883556102 | 57408  | 1609408  | DEFINED |
| THOMAS WEISEL PARTNERS GRP I | COM           | 884481102 | 135    | 37661    | DEFINED |
| THRESHOLD PHARMACEUTICAL INC | COM NEW       | 885807206 | 16     | 13304    | DEFINED |
| TIME WARNER CABLE INC        | COM           | 88732J207 | 3747   | 151105   | DEFINED |
| TOWN SPORTS INTL HLDGS INC   | COM           | 89214A102 | 141    | 47069    | SOLE    |
| TRAVELERS COMPANIES INC      | COM           | 89417E109 | 48555  | 1194755  | DEFINED |
| TURKCELL ILETISIM HIZMETLERI | SPON ADR NEW  | 900111204 | 12972  | 1055488  | DEFINED |
| US BANCORP DEL               | COM NEW       | 902973304 | 37436  | 2562331  | DEFINED |
| UNION PAC CORP               | COM           | 907818108 | 36852  | 896414   | DEFINED |
| UNITED PARCEL SERVICE INC    | CL B          | 911312106 | 4627   | 94009    | DEFINED |
| UNITED TECHNOLOGIES CORP     | COM           | 913017109 | 35334  | 822104   | DEFINED |
| UNITEDHEALTH GROUP INC       | COM           | 91324P102 | 74831  | 3575311  | DEFINED |
| VCA ANTECH INC               | COM           | 918194101 | 32829  | 1455851  | DEFINED |
| VALERO ENERGY CORP NEW       | COM           | 91913Y100 | 9699   | 541859   | DEFINED |
| VALMONT INDS INC             | COM           | 920253101 | 1506   | 30000    | DEFINED |
| VALUEVISION MEDIA INC        | CL A          | 92047K107 | 4517   | 6452194  | SOLE    |
| VAN KAMPEN SENIOR INCOME TR  | COM           | 920961109 | 12113  | 5089603  | SOLE    |
| VASOGEN INC                  | COM NEW       | 92232F202 | 8      | 55555    | DEFINED |
| VEOLIA ENVIRONNEMENT         | SPONSORED ADR | 92334N103 | 355    | 17000    | DEFINED |
| VERIZON COMMUNICATIONS INC   | COM           | 92343V104 | 84603  | 2801412  | DEFINED |
| VERTEX PHARMACEUTICALS INC   | COM           | 92532F100 | 17320  | 602838   | DEFINED |
| VIACOM INC NEW               | CL B          | 92553P201 | 9403   | 540999   | DEFINED |
| VIRTUALSCOPICS INC           | COM           | 928269109 | 975    | 1218467  | SOLE    |
| VISA INC                     | COM CL A      | 92826C839 | 71899  | 1293145  | DEFINED |
| VODAFONE GROUP PLC NEW       | SPONS ADR NEW | 92857W209 | 42477  | 2438427  | DEFINED |
| VORNADO RLTY TR              | SH BEN INT    | 929042109 | 844    | 25383    | DEFINED |
| VULCAN MATLS CO              | COM           | 929160109 | 795    | 17954    | DEFINED |
| WUXI PHARMATECH CAYMAN INC   | SPONS ADR SHS | 929352102 | 62     | 13700    | DEFINED |
| WAL MART STORES INC          | COM           | 931142103 | 57800  | 1109399  | DEFINED |
| WELLPOINT INC                | COM           | 94973V107 | 691    | 18190    | DEFINED |
| WELLS FARGO & CO NEW         | COM           | 949746101 | 33973  | 2385716  | DEFINED |
| WESTERN UN CO                | COM           | 959802109 | 264564 | 21047254 | DEFINED |
| WEYERHAEUSER CO              | COM           | 962166104 | 551    | 20000    | DEFINED |
| WILLIAMS COS INC DEL         | COM           | 969457100 | 796    | 69934    | DEFINED |
| WINDSTREAM CORP              | COM           | 97381W104 | 613    | 76056    | DEFINED |
| WISCONSIN ENERGY CORP        | COM           | 976657106 | 930    | 22585    | DEFINED |
| WYETH                        | COM           | 983024100 | 117054 | 2719662  | DEFINED |
| XCEL ENERGY INC              | COM           | 98389B100 | 3313   | 177825   | DEFINED |
| YAHOO INC                    | COM           | 984332106 | 2885   | 225178   | DEFINED |
| YUM BRANDS INC               | COM           | 988498101 | 655    | 23828    | DEFINED |
| ZIONS BANCORPORATION         | COM           | 989701107 | 1763   | 179373   | DEFINED |