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WARNACO GROUP INC /DE/
Form SC 13G
April 09, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. _____) *

THE WARNACO GROUP, INC.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

934390402

(CUSIP Number)

February 4, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Page 1 of 11 Pages)

CUSIP No. 934390402

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1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

GE CAPITAL CFE, INC.
I.R.S. #06-1471032

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power:	3,939,786
	6. Shared Voting Power:	0
	7. Sole Dispositive Power:	3,939,786
	8. Shared Dispositive Power:	0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,939,786

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

11. Percent of Class Represented by Amount in Row (9)

8.8%

12. Type of Reporting Person (See Instructions)

CO

-2-

CUSIP No. 934390402

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

GENERAL ELECTRIC CAPITAL CORPORATION
I.R.S.#13-1500700

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

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Delaware

Number of Shares Beneficially Owned by	5. Sole Voting Power:	0
	6. Shared Voting Power:	3,939,786 SHARED VOTING POWER DISCLAIMED (SEE 9 BELOW)
Each Reporting Person With	7. Sole Dispositive Power:	0
	8. Shared Dispositive Power:	3,939,786 SHARED DISPOSITIVE POWER DISCLAIMED (SEE 9 BELOW)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,939,786 BENEFICIAL OWNERSHIP OF ALL SHARES IS DISCLAIMED BY GENERAL ELECTRIC CAPITAL CORPORATION

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

NOT APPLICABLE (SEE 9 ABOVE)

12. Type of Reporting Person (See Instructions)

CO

-3-

CUSIP No. 934390402

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

GENERAL ELECTRIC CAPITAL SERVICES, INC.
I.R.S.#06-11095031

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by	5. Sole Voting Power:	0
Each Reporting Person With	6. Shared Voting Power:	3,939,786 SHARED VOTING POWER DISCLAIMED (SEE 9 BELOW)
	7. Sole Dispositive Power:	0

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8. Shared Dispositive Power: 3,939,786 SHARED DISPOSITIVE
POWER DISCLAIMED (SEE 9 BELOW)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,939,786 BENEFICIAL OWNERSHIP OF ALL SHARES IS DISCLAIMED BY
GENERAL ELECTRIC CAPITAL SERVICES, INC.

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

11. Percent of Class Represented by Amount in Row (9)

NOT APPLICABLE (SEE 9 ABOVE)

12. Type of Reporting Person (See Instructions)

CO

-4-

CUSIP No. 934390402

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

GENERAL ELECTRIC COMPANY

I.R.S. #14-0089340

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

New York

Number of Shares 5. Sole Voting Power: 0

Beneficially Owned by Each 6. Shared Voting Power: 3,939,786 SHARED VOTING POWER
Reporting Person With 7. Sole Dispositive Power: 0
DISCLAIMED (SEE 9 BELOW)

8. Shared Dispositive Power: 3,939,786 SHARED DISPOSITIVE
POWER DISCLAIMED (SEE 9 BELOW)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,939,786 BENEFICIAL OWNERSHIP OF ALL SHARES IS DISCLAIMED BY
GENERAL ELECTRIC COMPANY

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

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11. Percent of Class Represented by Amount in Row (9)

NOT APPLICABLE (SEE 9 ABOVE)

12. Type of Reporting Person (See Instructions)

CO

-5-

ITEM 1.

(a) NAME OF ISSUER

The Warnaco Group, Inc.

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

90 Park Avenue
New York, NY 10016

ITEM 2.

(a) NAME OF PERSON FILING

This Schedule 13G is being filed by the following persons:

- (i) GE Capital CFE, Inc.;
- (ii) General Electric Capital Corporation;
- (iii) General Electric Capital Services, Inc.; and
- (iv) General Electric Company.

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

GE Capital CFE, Inc.
201 High Ridge Road
Stamford, CT 06927

General Electric Capital Corporation
260 Long Ridge Road
Stamford, CT 06927

General Electric Capital Services, Inc.
260 Long Ridge Road
Stamford, CT 06927

General Electric Company
3135 Easton Turnpike
Fairfield, CT 06431

(c) CITIZENSHIP

GE Capital CFE, Inc. - Delaware

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-6-

General Electric Capital Corporation - Delaware
General Electric Capital Services, Inc. - Delaware
General Electric Company - New York

(d) TITLE OF CLASS OF SECURITIES

Common Stock, \$0.01 par value

(e) CUSIP NUMBER

934390402

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO (section)(section)240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing IS A:

- (a) BROKER OR DEALER REGISTERED UNDER SECTION 15 OF THE ACT (15 U.S.C. 78O).
- (b) BANK AS DEFINED IN SECTION 3(a)(6) OF THE ACT (15 U.S.C. 78C).
- (c) INSURANCE COMPANY AS DEFINED IN SECTION 3(a)(19) OF THE ACT (15 U.S.C. 78c).
- (d) INVESTMENT COMPANY REGISTERED UNDER SECTION 8 OF THE INVESTMENT COMPANY ACT OF 1940 (15 U.S.C. 80a-8).
- (e) AN INVESTMENT ADVISER IN ACCORDANCE WITH (section)240.13d-1(b)(1)(ii)(E);
- (f) AN EMPLOYEE BENEFIT PLAN OR ENDOWMENT FUND IN ACCORDANCE WITH (section)240.13d-1(b)(1)(ii)(F);
- (g) A PARENT HOLDING COMPANY OR CONTROL PERSON IN ACCORDANCE WITH (section)240.13d-1(b)(1)(ii)(G);
- (h) A SAVINGS ASSOCIATION AS DEFINED IN SECTION 3(b) OF THE FEDERAL DEPOSIT INSURANCE ACT (12 U.S.C. 1813);
- (i) A CHURCH PLAN THAT IS EXCLUDED FROM THE DEFINITION OF AN INVESTMENT COMPANY UNDER SECTION 3(c)(14) OF THE INVESTMENT COMPANY ACT OF 1940 (15 U.S.C. 80a-3);
- (j) GROUP, IN ACCORDANCE WITH (section)240.13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP.*

-7-

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) AMOUNT BENEFICIALLY OWNED:

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See the response(s) to Item 9 on the attached cover page(s).

(b) PERCENT OF CLASS:

See the response(s) to Item 11 on the attached cover page(s).

(c) NUMBER OF SHARES AS TO WHICH THE PERSON HAS:

(i) SOLE POWER TO VOTE OR TO DIRECT THE VOTE:

See the response(s) to Item 5 on the attached cover page(s).

(ii) SHARED POWER TO VOTE OR TO DIRECT THE VOTE:

See the response(s) to Item 6 on the attached cover page(s).

(iii) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF:

See the response(s) to Item 7 on the attached cover page(s).

(iv) SHARED POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF:

See the response(s) to Item 8 on the attached cover page(s).

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

See Exhibit 99.3.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

-8-

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

By signing below I certify that, to the best of my knowledge and

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belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

* (a) GE Capital CFE, Inc. is the record holder and has sole voting and dispositive power with respect to 3,939,786 shares of common stock of The Warnaco Group, Inc. General Electric Capital Corporation, General Electric Capital Services, Inc. and General Electric Company disclaim beneficial ownership of all such shares.

-9-

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 8, 2003

GE CAPITAL CFE, INC.

By: /s/ Cliff Warren

Name: Cliff Warren
Title: Vice President

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Walter J. Owens

Name: Walter J. Owens
Title: Vice President

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: /s/ Barbara Lane

Name: Barbara Lane
Title: Attorney-in-fact

GENERAL ELECTRIC COMPANY

By: /s/ Barbara Lane

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Name: Barbara Lane
Title: Attorney-in-fact

-10-

INDEX TO EXHIBITS

Exhibit No. -----	Exhibit -----
99.1	Power of Attorney Executed by General Electric Company
99.2	Power of Attorney Executed by General Electric Capital Services, Inc.
99.3	Item 7 Information for General Electric Capital Corporation, General Electric Capital Services, Inc. and General Electric Company

-11-