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GENERAL ELECTRIC CO  
Form 13F-HR  
October 29, 2007

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2007

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: Manager - Accounting Projects  
Phone: (203) 373-2535

Signature, Place, and Date of Signing:

|                     |               |       |                  |
|---------------------|---------------|-------|------------------|
| Robert R. DeGennaro | Fairfield, CT | 06828 | October 29, 2007 |
| -----               | -----         | ----- | -----            |
| (Signature)         | (City, State) | (Zip) | (Date)           |

Report Type (Check only one.):

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

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2

Form 13F Information Table Entry Total: 402

Form 13F Information Table Value Total: \$35,020,046  
(thousands)

List of Other Included Managers:

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

FORM 13F INFORMATION TABLE

| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PRN | PUT/ CALL | INVESTMENT DISCRET |
|------------------------------|----------------|-----------|-----------------|-----------------|---------|-----------|--------------------|
| ACE LTD                      | ORD            | G0070K103 | 91701           | 1513967         | SH      |           | DEFI               |
| ARCH CAP GROUP LTD           | ORD            | G0450A105 | 63405           | 852100          | SH      |           | DEFI               |
| AXIS CAPITAL HOLDINGS        | SHS            | G0692U109 | 73734           | 1895000         | SH      |           | DEFI               |
| COOPER INDS LTD              | CL A           | G24182100 | 113587          | 2223278         | SH      |           | DEFI               |
| COVIDIEN LTD                 | COM            | G2552X108 | 21606           | 520617          | SH      |           | DEFI               |
| GENPACT LIMITED              | SHS            | G3922B107 | 2035            | 120040          | SH      |           | S                  |
| GLOBALSANTAFE CORP           | SHS            | G3930E101 | 11109           | 146131          | SH      |           | DEFI               |
| MARVELL TECHNOLOGY GROUP LTD | ORD            | G5876H105 | 10936           | 668040          | SH      |           | DEFI               |
| NABORS INDUSTRIES LTD        | SHS            | G6359F103 | 12809           | 416268          | SH      |           | DEFI               |
| TRANSOCEAN INC               | ORD            | G90078109 | 543404          | 4806759         | SH      |           | DEFI               |
| WEATHERFORD INTERNATIONAL LT | COM            | G95089101 | 32735           | 487274          | SH      |           | DEFI               |
| ALCON INC                    | COM SHS        | H01301102 | 16086           | 111772          | SH      |           | DEFI               |
| LOGITECH INTL S A            | SHS            | H50430232 | 1551            | 52500           | SH      |           | DEFI               |
| ALLOT COMMUNICATIONS LTD     | SHS            | M0854Q105 | 600             | 100000          | SH      |           | DEFI               |
| ABB LTD                      | SPONSORED ADR  | 000375204 | 59170           | 2255819         | SH      |           | DEFI               |
| AFLAC INC                    | COM            | 001055102 | 172552          | 3025103         | SH      |           | DEFI               |
| AES CORP                     | COM            | 00130H105 | 1479            | 73822           | SH      |           | DEFI               |
| AT&T INC                     | COM            | 00206R102 | 164920          | 3897889         | SH      |           | DEFI               |
| ABBOTT LABS                  | COM            | 002824100 | 150978          | 2815706         | SH      |           | DEFI               |
| ACCURAY INC                  | COM            | 004397105 | 10687           | 612098          | SH      |           | DEFI               |
| ACHILLION PHARMACEUTICALS IN | COM            | 00448Q201 | 452             | 69976           | SH      |           | S                  |
| ACTIVISION INC NEW           | COM NEW        | 004930202 | 56116           | 2599187         | SH      |           | DEFI               |
| ADAMS RESPIRATORY THERAPEUTI | COM            | 00635P107 | 382             | 9906            | SH      |           | S                  |
| ADVANCE AUTO PARTS INC       | COM            | 00751Y106 | 2957            | 88107           | SH      |           | DEFI               |
| AETNA INC NEW                | COM            | 00817Y108 | 146702          | 2703182         | SH      |           | DEFI               |
| AFFILIATED COMPUTER SERVICES | CL A           | 008190100 | 36799           | 732467          | SH      |           | DEFI               |
| AFFILIATED MANAGERS GROUP    | COM            | 008252108 | 18977           | 148824          | SH      |           | DEFI               |
| AIR PRODS & CHEMS INC        | COM            | 009158106 | 3229            | 33030           | SH      |           | DEFI               |
| AKAMAI TECHNOLOGIES INC      | COM            | 00971T101 | 2367            | 82400           | SH      |           | DEFI               |
| ALBERTO CULVER CO NEW        | COM            | 013078100 | 81903           | 3303884         | SH      |           | DEFI               |
| ALLEGHANY CORP DEL           | COM            | 017175100 | 21654           | 53334           | SH      |           | DEFI               |
| ALLEGHENY ENERGY INC         | COM            | 017361106 | 1766            | 33800           | SH      |           | DEFI               |
| ALLEGHENY TECHNOLOGIES INC   | COM            | 01741R102 | 4090            | 37200           | SH      |           | DEFI               |
| ALLERGAN INC                 | COM            | 018490102 | 2475            | 38388           | SH      |           | DEFI               |
| ALLIANCE IMAGING INC         | COM NEW        | 018606202 | 10149           | 1120160         | SH      |           | S                  |

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|                              |                 |           |        |          |    |      |
|------------------------------|-----------------|-----------|--------|----------|----|------|
| ALLSTATE CORP                | COM             | 020002101 | 121708 | 2128131  | SH | DEFI |
| ALLTEL CORP                  | COM             | 020039103 | 2109   | 30272    | SH | DEFI |
| ALTRIA GROUP INC             | COM             | 02209S103 | 19449  | 279718   | SH | DEFI |
| ALTUS PHARMACEUTICALS INC    | COM             | 02216N105 | 430    | 40957    | SH | S    |
| AMBAC FINL GROUP INC         | COM             | 023139108 | 755    | 12000    | SH | DEFI |
| AMBASSADORS GROUP INC        | COM             | 023177108 | 15240  | 400000   | SH | DEFI |
| AMBASSADORS INTL INC         | COM             | 023178106 | 4906   | 200000   | SH | DEFI |
| AMEREN CORP                  | COM             | 023608102 | 1322   | 25184    | SH | DEFI |
| AMERICA MOVIL SAB DE CV      | SPON ADR L SHS  | 02364W105 | 201365 | 3146323  | SH | DEFI |
| AMERICAN ELEC PWR INC        | COM             | 025537101 | 20724  | 449734   | SH | DEFI |
| AMERICAN EXPRESS CO          | COM             | 025816109 | 12252  | 206365   | SH | DEFI |
| AMERICAN INTL GROUP INC      | COM             | 026874107 | 772940 | 11425573 | SH | DEFI |
| AMERICAN TOWER CORP          | CL A            | 029912201 | 107076 | 2459248  | SH | DEFI |
| AMERIPRISE FINL INC          | COM             | 03076C106 | 5568   | 88222    | SH | DEFI |
| AMGEN INC                    | COM             | 031162100 | 669284 | 11831070 | SH | DEFI |
| AMYLIN PHARMACEUTICALS INC   | COM             | 032346108 | 28348  | 566951   | SH | DEFI |
| ANALOG DEVICES INC           | COM             | 032654105 | 209657 | 5798028  | SH | DEFI |
| ANGLOGOLD ASHANTI LTD        | SPONSORED ADR   | 035128206 | 4165   | 88830    | SH | DEFI |
| ANHEUSER BUSCH COS INC       | COM             | 035229103 | 4599   | 92000    | SH | DEFI |
| AON CORP                     | COM             | 037389103 | 64042  | 1429190  | SH | DEFI |
| APACHE CORP                  | COM             | 037411105 | 64210  | 712966   | SH | DEFI |
| APPLE INC                    | COM             | 037833100 | 21512  | 140173   | SH | DEFI |
| AUTOMATIC DATA PROCESSING IN | COM             | 053015103 | 97856  | 2130539  | SH | DEFI |
| AVALONBAY CMNTYS INC         | COM             | 053484101 | 10782  | 91329    | SH | DEFI |
| BAKER HUGHES INC             | COM             | 057224107 | 18978  | 210000   | SH | DEFI |
| BANK OF AMERICA CORPORATION  | COM             | 060505104 | 187739 | 3734623  | SH | DEFI |
| BARRICK GOLD CORP            | COM             | 067901108 | 170714 | 4238190  | SH | DEFI |
| BARR PHARMACEUTICALS INC     | COM             | 068306109 | 32068  | 563488   | SH | DEFI |
| BAXTER INTL INC              | COM             | 071813109 | 116580 | 2071422  | SH | DEFI |
| BED BATH & BEYOND INC        | COM             | 075896100 | 374752 | 10983355 | SH | DEFI |
| BERKSHIRE HATHAWAY INC DEL   | CL B            | 084670207 | 61232  | 15494    | SH | DEFI |
| BIGBAND NETWORKS INC         | COM             | 089750509 | 6054   | 945877   | SH | DEFI |
| BLACK & DECKER CORP          | COM             | 091797100 | 805    | 9666     | SH | DEFI |
| BLACKROCK INC                | COM             | 09247X101 | 31569  | 182050   | SH | DEFI |
| BOEING CO                    | COM             | 097023105 | 18657  | 177700   | SH | DEFI |
| BOSTON PROPERTIES INC        | COM             | 101121101 | 2213   | 21300    | SH | DEFI |
| BOSTON SCIENTIFIC CORP       | COM             | 101137107 | 32112  | 2301935  | SH | DEFI |
| BRISTOL MYERS SQUIBB CO      | COM             | 110122108 | 60307  | 2092538  | SH | DEFI |
| BURLINGTON NORTHN SANTA FE C | COM             | 12189T104 | 2034   | 25055    | SH | DEFI |
| CBS CORP NEW                 | CL B            | 124857202 | 7178   | 227873   | SH | DEFI |
| CB RICHARD ELLIS GROUP INC   | CL A            | 12497T101 | 239382 | 8598485  | SH | DEFI |
| CSX CORP                     | COM             | 126408103 | 555    | 12977    | SH | DEFI |
| CVB FINL CORP                | COM             | 126600105 | 12847  | 1098020  | SH | DEFI |
| CABOT CORP                   | COM             | 127055101 | 12419  | 349543   | SH | DEFI |
| CANADIAN NAT RES LTD         | COM             | 136385101 | 1089   | 14377    | SH | DEFI |
| CAPITAL ONE FINL CORP        | COM             | 14040H105 | 1474   | 22193    | SH | DEFI |
| CARNIVAL CORP                | PAIRED CTF      | 143658300 | 351375 | 7255315  | SH | DEFI |
| CARTER INC                   | COM             | 146229109 | 470    | 23562    | SH | S    |
| CATALYTICA ENERGY SYS INC    | COM             | 148884109 | 234    | 183120   | SH | DEFI |
| CATERPILLAR INC DEL          | COM             | 149123101 | 6902   | 88000    | SH | DEFI |
| CENTENNIAL COMMUNCTNS CORP N | CL A NEW        | 15133V208 | 1652   | 163230   | SH | S    |
| CENTERPLATE INC              | UNIT 99/99/9999 | 15200E204 | 14167  | 823641   | SH | S    |
| CHEESECAKE FACTORY INC       | COM             | 163072101 | 51966  | 2214136  | SH | DEFI |
| CHEVRON CORP NEW             | COM             | 166764100 | 41709  | 445700   | SH | DEFI |
| CHUBB CORP                   | COM             | 171232101 | 71704  | 1336760  | SH | DEFI |
| CISCO SYS INC                | COM             | 17275R102 | 891150 | 26898578 | SH | DEFI |
| CITIGROUP INC                | COM             | 172967101 | 609586 | 13061616 | SH | DEFI |
| CITRIX SYS INC               | COM             | 177376100 | 19172  | 475492   | SH | DEFI |
| CLOROX CO DEL                | COM             | 189054109 | 165527 | 2714005  | SH | DEFI |
| COACH INC                    | COM             | 189754104 | 13915  | 294366   | SH | DEFI |
| COCA COLA CO                 | COM             | 191216100 | 57269  | 996506   | SH | DEFI |
| COGENT INC                   | COM             | 19239Y108 | 17606  | 1122837  | SH | DEFI |

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|------------------------------|----------------|-----------|---------|----------|----|------|
| COLEY PHARMACEUTICAL GROUP I | COM            | 19388P106 | 437     | 139084   | SH | S    |
| COLGATE PALMOLIVE CO         | COM            | 194162103 | 147768  | 2071902  | SH | DEFI |
| COMCAST CORP NEW             | CL A           | 20030N101 | 10627   | 439500   | SH | DEFI |
| COMCAST CORP NEW             | CL A SPL       | 20030N200 | 529143  | 22084418 | SH | DEFI |
| COMPANHIA VALE DO RIO DOCE   | SPON ADR PFD   | 204412100 | 471561  | 16575090 | SH | DEFI |
| CONEXANT SYSTEMS INC         | COM            | 207142100 | 32      | 26566    | SH | S    |
| CONOCOPHILLIPS               | COM            | 20825C104 | 15553   | 177200   | SH | DEFI |
| CONSTELLATION ENERGY GROUP I | COM            | 210371100 | 54752   | 638207   | SH | DEFI |
| CORNING INC                  | COM            | 219350105 | 45434   | 1843165  | SH | DEFI |
| CORPORATE EXECUTIVE BRD CO   | COM            | 21988R102 | 23485   | 316335   | SH | DEFI |
| COSTAR GROUP INC             | COM            | 22160N109 | 7372    | 137929   | SH | DEFI |
| COUNTRYWIDE FINANCIAL CORP   | COM            | 222372104 | 28910   | 1520794  | SH | DEFI |
| CRYOCOR INC                  | COM            | 229016100 | 141     | 33419    | SH | S    |
| CUMULUS MEDIA INC            | CL A           | 231082108 | 2720    | 266109   | SH | S    |
| DPL INC                      | COM            | 233293109 | 829     | 31568    | SH | DEFI |
| DST SYS INC DEL              | COM            | 233326107 | 21042   | 245217   | SH | DEFI |
| DTE ENERGY CO                | COM            | 233331107 | 14446   | 298223   | SH | DEFI |
| DANAHER CORP DEL             | COM            | 235851102 | 2378    | 28754    | SH | DEFI |
| DAVITA INC                   | COM            | 23918K108 | 93516   | 1480152  | SH | DEFI |
| DEERE & CO                   | COM            | 244199105 | 96070   | 647284   | SH | DEFI |
| DELL INC                     | COM            | 24702R101 | 21979   | 796335   | SH | DEFI |
| DENTSPLY INTL INC NEW        | COM            | 249030107 | 26487   | 636102   | SH | DEFI |
| DEVON ENERGY CORP NEW        | COM            | 25179M103 | 115823  | 1392109  | SH | DEFI |
| DIAGEO P L C                 | SPON ADR NEW   | 25243Q205 | 40312   | 459498   | SH | DEFI |
| DISNEY WALT CO               | COM DISNEY     | 254687106 | 10817   | 314533   | SH | DEFI |
| DOMINION RES INC VA NEW      | COM            | 25746U109 | 221202  | 2623981  | SH | DEFI |
| DOUGLAS EMMETT INC           | COM            | 25960P109 | 11246   | 454758   | SH | DEFI |
| DOVER CORP                   | COM            | 260003108 | 462647  | 9080411  | SH | DEFI |
| DRESSER-RAND GROUP INC       | COM            | 261608103 | 20102   | 470665   | SH | DEFI |
| DUKE ENERGY CORP NEW         | COM            | 26441C105 | 8155    | 436309   | SH | DEFI |
| E M C CORP MASS              | COM            | 268648102 | 60390   | 2903361  | SH | DEFI |
| EOG RES INC                  | COM            | 26875P101 | 64101   | 886236   | SH | DEFI |
| EATON CORP                   | COM            | 278058102 | 91291   | 921762   | SH | DEFI |
| EBAY INC                     | COM            | 278642103 | 166564  | 4268695  | SH | DEFI |
| ECHOSTAR COMMUNICATIONS NEW  | CL A           | 278762109 | 468     | 10000    | SH | DEFI |
| ECOLAB INC                   | COM            | 278865100 | 9582    | 203002   | SH | DEFI |
| EDISON INTL                  | COM            | 281020107 | 51975   | 937332   | SH | DEFI |
| EL PASO CORP                 | COM            | 28336L109 | 1572    | 92638    | SH | DEFI |
| ELECTRONIC ARTS INC          | COM            | 285512109 | 14243   | 254384   | SH | DEFI |
| EMBRAER-EMPRESA BRASILEIRA D | SP ADR COM SHS | 29081M102 | 414     | 9431     | SH | DEFI |
| EMCORE CORP                  | COM            | 290846104 | 2208    | 230020   | SH | S    |
| EMERSON ELEC CO              | COM            | 291011104 | 155515  | 2922125  | SH | DEFI |
| ENDEAVOR ACQUISITION CORP    | COM            | 292577103 | 1641    | 138500   | SH | DEFI |
| ENTERGY CORP NEW             | COM            | 29364G103 | 72322   | 667856   | SH | DEFI |
| EXELON CORP                  | COM            | 30161N101 | 7600    | 100844   | SH | DEFI |
| EXPRESS SCRIPTS INC          | COM            | 302182100 | 1675    | 30000    | SH | DEFI |
| EXXON MOBIL CORP             | COM            | 30231G102 | 867393  | 9371143  | SH | DEFI |
| FPL GROUP INC                | COM            | 302571104 | 45657   | 749951   | SH | DEFI |
| FEDERAL HOME LN MTG CORP     | COM            | 313400301 | 205116  | 3475960  | SH | DEFI |
| FEDERAL NATL MTG ASSN        | COM            | 313586109 | 247438  | 4069030  | SH | DEFI |
| FIDELITY NATL INFORMATION SV | COM            | 31620M106 | 63263   | 1425812  | SH | DEFI |
| FIRSTENERGY CORP             | COM            | 337932107 | 3132    | 49442    | SH | DEFI |
| FORTRESS INVESTMENT GROUP LL | CL A           | 34958B106 | 17539   | 822652   | SH | DEFI |
| FORTUNE BRANDS INC           | COM            | 349631101 | 1393    | 17089    | SH | DEFI |
| FRANKLIN RES INC             | COM            | 354613101 | 19784   | 155165   | SH | DEFI |
| FREEPORT-MCMORAN COPPER & GO | COM            | 35671D857 | 114640  | 1092951  | SH | DEFI |
| GANNETT INC                  | COM            | 364730101 | 1359    | 31106    | SH | DEFI |
| GEN-PROBE INC NEW            | COM            | 36866T103 | 20339   | 305487   | SH | DEFI |
| GENENTECH INC                | COM NEW        | 368710406 | 36241   | 464513   | SH | DEFI |
| GENERAL DYNAMICS CORP        | COM            | 369550108 | 126548  | 1498138  | SH | DEFI |
| GENERAL ELECTRIC CO          | COM            | 369604103 | 3907708 | 94389075 | SH | DEFI |
| GENERAL MLS INC              | COM            | 370334104 | 257949  | 4446632  | SH | DEFI |

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|------------------------------|----------------|-----------|--------|----------|----|------|
| GENERAL MTRS CORP            | COM            | 370442105 | 29227  | 796381   | SH | DEFI |
| GENESIS LEASE LTD            | ADR            | 37183T107 | 98711  | 3967500  | SH | S    |
| GILEAD SCIENCES INC          | COM            | 375558103 | 87821  | 2148797  | SH | DEFI |
| GLAXOSMITHKLINE PLC          | SPONSORED ADR  | 37733W105 | 42512  | 799091   | SH | DEFI |
| GLOBAL CASH ACCESS HLDGS INC | COM            | 378967103 | 5495   | 518859   | SH | DEFI |
| GOLDCORP INC NEW             | COM            | 380956409 | 2139   | 70000    | SH | DEFI |
| GOLDMAN SACHS GROUP INC      | COM            | 38141G104 | 100198 | 462294   | SH | DEFI |
| GOOGLE INC                   | CL A           | 38259P508 | 16704  | 29446    | SH | DEFI |
| GREENHILL & CO INC           | COM            | 395259104 | 14682  | 240492   | SH | DEFI |
| GRUPO TELEVISIA SA DE CV     | SP ADR REP ORD | 40049J206 | 280    | 11596    | SH | DEFI |
| GRUPO AEROPORTUARIO DEL SURE | SPON ADR SER B | 40051E202 | 3934   | 79276    | SH | DEFI |
| HCC INS HLDGS INC            | COM            | 404132102 | 52624  | 1837441  | SH | DEFI |
| HALLIBURTON CO               | COM            | 406216101 | 176985 | 4608997  | SH | DEFI |
| HARMAN INTL INDS INC         | COM            | 413086109 | 684    | 7900     | SH | DEFI |
| HARRIS CORP DEL              | COM            | 413875105 | 21815  | 377489   | SH | DEFI |
| HARSCO CORP                  | COM            | 415864107 | 38155  | 643754   | SH | DEFI |
| HARTFORD FINL SVCS GROUP INC | COM            | 416515104 | 48132  | 520066   | SH | DEFI |
| HESS CORP                    | COM            | 42809H107 | 198188 | 2978927  | SH | DEFI |
| HEWLETT PACKARD CO           | COM            | 428236103 | 134098 | 2693266  | SH | DEFI |
| HEXCEL CORP NEW              | COM            | 428291108 | 54750  | 2410849  | SH | DEFI |
| HITTITE MICROWAVE CORP       | COM            | 43365Y104 | 24142  | 546809   | SH | DEFI |
| HOLOGIC INC                  | COM            | 436440101 | 49626  | 813549   | SH | DEFI |
| HOME DEPOT INC               | COM            | 437076102 | 23859  | 735480   | SH | DEFI |
| HOME INNS & HOTELS MGMT INC  | SPON ADR       | 43713W107 | 2913   | 83711    | SH | DEFI |
| HUGOTON RTY TR TEX           | UNIT BEN INT   | 444717102 | 11551  | 488600   | SH | DEFI |
| ING PRIME RATE TR            | SH BEN INT     | 44977W106 | 4933   | 702700   | SH | S    |
| ITT CORP NEW                 | COM            | 450911102 | 42888  | 631358   | SH | DEFI |
| ICICI BK LTD                 | ADR            | 45104G104 | 5104   | 96807    | SH | DEFI |
| IKANOS COMMUNICATIONS        | COM            | 45173E105 | 311    | 55567    | SH | S    |
| INFINERA CORPORATION         | COM            | 45667G103 | 866    | 43000    | SH | DEFI |
| INTEL CORP                   | COM            | 458140100 | 399111 | 15433508 | SH | DEFI |
| INTERNATIONAL BUSINESS MACHS | COM            | 459200101 | 206838 | 1755837  | SH | DEFI |
| INTERNATIONAL FLAVORS&FRAGRA | COM            | 459506101 | 2643   | 50000    | SH | DEFI |
| INTERNATIONAL GAME TECHNOLOG | COM            | 459902102 | 5225   | 121219   | SH | DEFI |
| INTUIT                       | COM            | 461202103 | 330354 | 10902756 | SH | DEFI |
| IROBOT CORP                  | COM            | 462726100 | 487    | 24494    | SH | S    |
| IRON MTN INC                 | COM            | 462846106 | 28029  | 919571   | SH | DEFI |
| ISHARES TR                   | MSCI EMERG MKT | 464287234 | 526    | 3517     | SH | DEFI |
| ISHARES SILVER TRUST         | ISHARES        | 46428Q109 | 11607  | 85000    | SH | DEFI |
| ITC HLDGS CORP               | COM            | 465685105 | 32366  | 653207   | SH | DEFI |
| JP MORGAN CHASE & CO         | COM            | 46625H100 | 27881  | 608479   | SH | DEFI |
| JOHNSON & JOHNSON            | COM            | 478160104 | 224700 | 3420090  | SH | DEFI |
| JOY GLOBAL INC               | COM            | 481165108 | 16903  | 332345   | SH | DEFI |
| JUNIPER NETWORKS INC         | COM            | 48203R104 | 31091  | 849257   | SH | DEFI |
| KELLOGG CO                   | COM            | 487836108 | 7032   | 125579   | SH | DEFI |
| KIMBERLY CLARK CORP          | COM            | 494368103 | 297388 | 4232672  | SH | DEFI |
| KINROSS GOLD CORP            | COM NO PAR     | 496902404 | 12420  | 829124   | SH | DEFI |
| KOHL'S CORP                  | COM            | 500255104 | 53534  | 933784   | SH | DEFI |
| KONINKLIJKE PHILIPS ELECTRS  | NY REG SH NEW  | 500472303 | 74565  | 1659206  | SH | DEFI |
| KOOKMIN BK NEW               | SPONSORED ADR  | 50049M109 | 15944  | 194465   | SH | DEFI |
| KRAFT FOODS INC              | CL A           | 50075N104 | 4688   | 135843   | SH | DEFI |
| LSI CORPORATION              | COM            | 502161102 | 6915   | 932000   | SH | DEFI |
| LAM RESEARCH CORP            | COM            | 512807108 | 19388  | 364026   | SH | DEFI |
| LEGGETT & PLATT INC          | COM            | 524660107 | 424    | 22115    | SH | DEFI |
| LEGG MASON INC               | COM            | 524901105 | 20072  | 238133   | SH | DEFI |
| LIBERTY GLOBAL INC           | COM SER C      | 530555309 | 266890 | 6903516  | SH | DEFI |
| LIBERTY MEDIA HLDG CORP      | INT COM SER A  | 53071M104 | 58562  | 3048533  | SH | DEFI |
| LIBERTY MEDIA HLDG CORP      | CAP COM SER A  | 53071M302 | 324551 | 2599944  | SH | DEFI |
| LIFECELL CORP                | COM            | 531927101 | 19797  | 526944   | SH | DEFI |
| LIFE TIME FITNESS INC        | COM            | 53217R207 | 28462  | 464003   | SH | DEFI |
| LILLY ELI & CO               | COM            | 532457108 | 3739   | 65670    | SH | DEFI |
| LIMELIGHT NETWORKS INC       | COM            | 53261M104 | 4827   | 544807   | SH | DEFI |

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|                              |               |           |        |          |    |      |
|------------------------------|---------------|-----------|--------|----------|----|------|
| LINCARE HLDGS INC            | COM           | 532791100 | 162603 | 4436647  | SH | DEFI |
| LINEAR TECHNOLOGY CORP       | COM           | 535678106 | 4041   | 115500   | SH | DEFI |
| LOCKHEED MARTIN CORP         | COM           | 539830109 | 1950   | 17971    | SH | DEFI |
| LOEWS CORP                   | COM           | 540424108 | 2369   | 49000    | SH | DEFI |
| LOWES COS INC                | COM           | 548661107 | 312843 | 11164977 | SH | DEFI |
| MACERICH CO                  | COM           | 554382101 | 1774   | 20255    | SH | DEFI |
| MACROVISION CORP             | COM           | 555904101 | 31226  | 1267793  | SH | DEFI |
| MACYS INC                    | COM           | 55616P104 | 1125   | 34812    | SH | DEFI |
| MANOR CARE INC NEW           | COM           | 564055101 | 16525  | 256602   | SH | DEFI |
| MARRIOTT INTL INC NEW        | CL A          | 571903202 | 3066   | 70526    | SH | DEFI |
| MARTIN MARIETTA MATLS INC    | COM           | 573284106 | 20187  | 151158   | SH | DEFI |
| MASIMO CORP                  | COM           | 574795100 | 34991  | 1363638  | SH | S    |
| MAXIM INTEGRATED PRODS INC   | COM           | 57772K101 | 128922 | 4392572  | SH | DEFI |
| MCCORMICK & CO INC           | COM NON VTG   | 579780206 | 80298  | 2232366  | SH | DEFI |
| MCDONALDS CORP               | COM           | 580135101 | 13783  | 253033   | SH | DEFI |
| MCGRAW HILL COS INC          | COM           | 580645109 | 2314   | 45462    | SH | DEFI |
| MCKESSON CORP                | COM           | 58155Q103 | 96359  | 1639036  | SH | DEFI |
| MEADWESTVACO CORP            | COM           | 583334107 | 4485   | 151885   | SH | DEFI |
| MEDCO HEALTH SOLUTIONS INC   | COM           | 58405U102 | 40840  | 451824   | SH | DEFI |
| MEDICAL STAFFING NETWK HLDGS | COM           | 58463F104 | 5610   | 1095794  | SH | DEFI |
| MEDTRONIC INC                | COM           | 585055106 | 462315 | 8195619  | SH | DEFI |
| MERCADOLIBRE INC             | COM           | 58733R102 | 44545  | 1228487  | SH | S    |
| MERCK & CO INC               | COM           | 589331107 | 18703  | 361832   | SH | DEFI |
| MERRILL LYNCH & CO INC       | COM           | 590188108 | 55284  | 775591   | SH | DEFI |
| METLIFE INC                  | COM           | 59156R108 | 283137 | 4060470  | SH | DEFI |
| METTLER TOLEDO INTERNATIONAL | COM           | 592688105 | 17494  | 171509   | SH | DEFI |
| MICROSOFT CORP               | COM           | 594918104 | 763618 | 25920498 | SH | DEFI |
| MICROCHIP TECHNOLOGY INC     | COM           | 595017104 | 116027 | 3194568  | SH | DEFI |
| MOBILE TELESYSTEMS OJSC      | SPONSORED ADR | 607409109 | 98478  | 1420836  | SH | DEFI |
| MOLEX INC                    | CL A          | 608554200 | 216790 | 8548486  | SH | DEFI |
| MONSANTO CO NEW              | COM           | 61166W101 | 474955 | 5539482  | SH | DEFI |
| MONSTER WORLDWIDE INC        | COM           | 611742107 | 3607   | 105900   | SH | DEFI |
| MORGAN STANLEY               | COM NEW       | 617446448 | 6878   | 109168   | SH | DEFI |
| NII HLDGS INC                | CL B NEW      | 62913F201 | 105984 | 1290123  | SH | DEFI |
| NATIONAL OILWELL VARCO INC   | COM           | 637071101 | 4335   | 30000    | SH | DEFI |
| NATIONAL SEMICONDUCTOR CORP  | COM           | 637640103 | 59033  | 2176742  | SH | DEFI |
| NAVTEQ CORP                  | COM           | 63936L100 | 6083   | 78023    | SH | DEFI |
| NETWORK APPLIANCE INC        | COM           | 64120L104 | 54492  | 2024990  | SH | DEFI |
| NEUSTAR INC                  | CL A          | 64126X201 | 37375  | 1089972  | SH | DEFI |
| NEWCASTLE INVT CORP          | COM           | 65105M108 | 13215  | 750000   | SH | DEFI |
| NEWELL RUBBERMAID INC        | COM           | 651229106 | 862    | 29924    | SH | DEFI |
| NEWMONT MINING CORP          | COM           | 651639106 | 3153   | 70500    | SH | DEFI |
| NEWS CORP                    | CL A          | 65248E104 | 88132  | 4007812  | SH | DEFI |
| NEXEN INC                    | COM           | 65334H102 | 5192   | 170000   | SH | DEFI |
| NORTHROP GRUMMAN CORP        | COM           | 666807102 | 22162  | 284122   | SH | DEFI |
| NORTHWEST AIRLS CORP         | COM           | 667280408 | 510    | 28672    | SH | S    |
| NOVARTIS A G                 | SPONSORED ADR | 66987V109 | 15576  | 283404   | SH | DEFI |
| NUCOR CORP                   | COM           | 670346105 | 2640   | 44400    | SH | DEFI |
| NVIDIA CORP                  | COM           | 67066G104 | 3300   | 91073    | SH | DEFI |
| NUVEEN INVTS INC             | CL A          | 67090F106 | 3097   | 50000    | SH | DEFI |
| OCCIDENTAL PETE CORP DEL     | COM           | 674599105 | 79633  | 1242712  | SH | DEFI |
| OFFICEMAX INC DEL            | COM           | 67622P101 | 10385  | 303034   | SH | DEFI |
| OMNICOM GROUP INC            | COM           | 681919106 | 300948 | 6258022  | SH | DEFI |
| OPEN JT STK CO-VIMPEL COMMUN | SPONSORED ADR | 68370R109 | 1064   | 39365    | SH | DEFI |
| ORACLE CORP                  | COM           | 68389X105 | 486968 | 22492769 | SH | DEFI |
| ORBCOMM INC                  | COM           | 68555P100 | 15060  | 2000001  | SH | S    |
| O REILLY AUTOMOTIVE INC      | COM           | 686091109 | 30823  | 922564   | SH | DEFI |
| PG&E CORP                    | COM           | 69331C108 | 39615  | 828757   | SH | DEFI |
| POSCO                        | SPONSORED ADR | 693483109 | 1690   | 9455     | SH | DEFI |
| PPL CORP                     | COM           | 69351T106 | 19954  | 430964   | SH | DEFI |
| PAN AMERICAN SILVER CORP     | COM           | 697900108 | 31356  | 1084969  | SH | DEFI |
| PAYCHEX INC                  | COM           | 704326107 | 365662 | 8918575  | SH | DEFI |

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| PEABODY ENERGY CORP          | COM            | 704549104 | 18418  | 384754   | SH | DEFI |
| PENN NATL GAMING INC         | COM            | 707569109 | 7487   | 126861   | SH | DEFI |
| PENNEY J C INC               | COM            | 708160106 | 5957   | 94000    | SH | DEFI |
| PEPSICO INC                  | COM            | 713448108 | 763503 | 10421827 | SH | DEFI |
| PERKINELMER INC              | COM            | 714046109 | 350    | 11976    | SH | DEFI |
| PETROLEO BRASILEIRO SA PETRO | SP ADR NON VTG | 71654V101 | 266109 | 4112970  | SH | DEFI |
| PETROLEO BRASILEIRO SA PETRO | SPONSORED ADR  | 71654V408 | 16521  | 218816   | SH | DEFI |
| PFIZER INC                   | COM            | 717081103 | 214233 | 8769253  | SH | DEFI |
| PHARMION CORP                | COM            | 71715B409 | 16140  | 349800   | SH | DEFI |
| PITNEY BOWES INC             | COM            | 724479100 | 29735  | 654670   | SH | DEFI |
| PORTLAND GEN ELEC CO         | COM NEW        | 736508847 | 1803   | 64869    | SH | S    |
| POTASH CORP SASK INC         | COM            | 73755L107 | 18383  | 173916   | SH | DEFI |
| PRAXAIR INC                  | COM            | 74005P104 | 137099 | 1636804  | SH | DEFI |
| PROCTER & GAMBLE CO          | COM            | 742718109 | 646334 | 9188711  | SH | DEFI |
| PROGRESS ENERGY INC          | COM            | 743263105 | 10499  | 224089   | SH | DEFI |
| PROLOGIS                     | SH BEN INT     | 743410102 | 11988  | 180676   | SH | DEFI |
| PRUDENTIAL FINL INC          | COM            | 744320102 | 14181  | 145326   | SH | DEFI |
| PSYCHIATRIC SOLUTIONS INC    | COM            | 74439H108 | 34355  | 874619   | SH | DEFI |
| PUBLIC SVC ENTERPRISE GROUP  | COM            | 744573106 | 2762   | 31390    | SH | DEFI |
| QUALCOMM INC                 | COM            | 747525103 | 469493 | 11109631 | SH | DEFI |
| QUEST DIAGNOSTICS INC        | COM            | 74834L100 | 4296   | 74356    | SH | DEFI |
| RAYONIER INC                 | COM            | 754907103 | 10945  | 227836   | SH | DEFI |
| REDIFF COM INDIA LTD         | SPONSORED ADR  | 757479100 | 9461   | 530000   | SH | S    |
| REGAL ENTMT GROUP            | CL A           | 758766109 | 14194  | 646638   | SH | DEFI |
| REGENT COMMUNICATIONS INC DE | COM            | 758865109 | 2893   | 1099998  | SH | S    |
| RESMED INC                   | COM            | 761152107 | 85016  | 1983111  | SH | DEFI |
| RESTORE MEDICAL INC          | COM            | 76128C100 | 1360   | 872069   | SH | DEFI |
| ROCKWELL COLLINS INC         | COM            | 774341101 | 15791  | 216197   | SH | DEFI |
| ROTECH HEALTHCARE INC        | COM            | 778669101 | 3010   | 2551156  | SH | S    |
| ROYAL DUTCH SHELL PLC        | SPONS ADR A    | 780259206 | 3698   | 45000    | SH | DEFI |
| SAIC INC                     | COM            | 78390X101 | 16404  | 854799   | SH | DEFI |
| SL GREEN RLTY CORP           | COM            | 78440X101 | 17530  | 150122   | SH | DEFI |
| SPDR TR                      | UNIT SER 1     | 78462F103 | 1241   | 8131     | SH | DEFI |
| SAFEWAY INC                  | COM NEW        | 786514208 | 5794   | 175000   | SH | DEFI |
| ST JUDE MED INC              | COM            | 790849103 | 4649   | 105491   | SH | DEFI |
| SALESFORCE COM INC           | COM            | 79466L302 | 33628  | 655260   | SH | DEFI |
| SALLY BEAUTY HLDGS INC       | COM            | 79546E104 | 3382   | 400239   | SH | DEFI |
| SARA LEE CORP                | COM            | 803111103 | 29978  | 1796191  | SH | DEFI |
| SCANA CORP NEW               | COM            | 80589M102 | 19125  | 493674   | SH | DEFI |
| SCHERING PLOUGH CORP         | COM            | 806605101 | 949    | 30000    | SH | DEFI |
| SCHLUMBERGER LTD             | COM            | 806857108 | 648142 | 6172780  | SH | DEFI |
| Schwab Charles Corp New      | COM            | 808513105 | 10024  | 464066   | SH | DEFI |
| SELECT SECTOR SPDR TR        | SBI INT-FINL   | 81369Y605 | 9474   | 276050   | SH | DEFI |
| SELECT SECTOR SPDR TR        | SBI INT-INDS   | 81369Y704 | 39864  | 970397   | SH | DEFI |
| SIMON PPTY GROUP INC NEW     | COM            | 828806109 | 4886   | 48864    | SH | DEFI |
| SMITH & NEPHEW PLC           | SPDN ADR NEW   | 83175M205 | 15701  | 256389   | SH | DEFI |
| SNAP ON INC                  | COM            | 833034101 | 337    | 6804     | SH | DEFI |
| SOHU COM INC                 | COM            | 83408W103 | 15309  | 405974   | SH | DEFI |
| SOUTHERN CO                  | COM            | 842587107 | 6484   | 178712   | SH | DEFI |
| SOUTHWEST AIRLS CO           | COM            | 844741108 | 24541  | 1658160  | SH | DEFI |
| SOUTHWESTERN ENERGY CO       | COM            | 845467109 | 20165  | 481837   | SH | DEFI |
| SPECTRA ENERGY CORP          | COM            | 847560109 | 2073   | 84685    | SH | DEFI |
| SPIRIT AEROSYSTEMS HLDGS INC | COM CL A       | 848574109 | 17978  | 461697   | SH | DEFI |
| SPRINT NEXTEL CORP           | COM FON        | 852061100 | 31956  | 1681897  | SH | DEFI |
| STANLEY WKS                  | COM            | 854616109 | 556    | 9897     | SH | DEFI |
| STAPLES INC                  | COM            | 855030102 | 72487  | 3373074  | SH | DEFI |
| STARBUCKS CORP               | COM            | 855244109 | 713    | 27215    | SH | DEFI |
| STARWOOD HOTELS&RESORTS WRLD | COM            | 85590A401 | 51400  | 846092   | SH | DEFI |
| STATE STR CORP               | COM            | 857477103 | 678170 | 9949676  | SH | DEFI |
| STERICYCLE INC               | COM            | 858912108 | 4578   | 80088    | SH | DEFI |
| STREETTRACKS GOLD TR         | GOLD SHS       | 863307104 | 10654  | 144939   | SH | DEFI |
| SUN MICROSYSTEMS INC         | COM            | 866810104 | 14812  | 2635578  | SH | DEFI |

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| SUNCOR ENERGY INC            | COM            | 867229106 | 41647  | 439272   | SH | DEFI |
| SUNTRUST BKS INC             | COM            | 867914103 | 104316 | 1378564  | SH | DEFI |
| THQ INC                      | COM NEW        | 872443403 | 674    | 27000    | SH | DEFI |
| TXU CORP                     | COM            | 873168108 | 3531   | 51566    | SH | DEFI |
| TAIWAN SEMICONDUCTOR MFG LTD | SPONSORED ADR  | 874039100 | 57149  | 5647125  | SH | DEFI |
| TARGET CORP                  | COM            | 87612E106 | 149362 | 2349568  | SH | DEFI |
| TEMPUR PEDIC INTL INC        | COM            | 88023U101 | 200    | 5596     | SH | S    |
| TESCO CORP                   | COM            | 88157K101 | 4090   | 150658   | SH | DEFI |
| TEVA PHARMACEUTICAL INDS LTD | ADR            | 881624209 | 14583  | 327919   | SH | DEFI |
| TEXAS INSTRS INC             | COM            | 882508104 | 93778  | 2562937  | SH | DEFI |
| TEXTRON INC                  | COM            | 883203101 | 350771 | 5638491  | SH | DEFI |
| THERMO FISHER SCIENTIFIC INC | COM            | 883556102 | 73842  | 1279321  | SH | DEFI |
| THIRD WAVE TECHNOLOGIES INC  | COM            | 88428W108 | 241    | 27922    | SH | S    |
| 3M CO                        | COM            | 88579Y101 | 108857 | 1163253  | SH | DEFI |
| THRESHOLD PHARMACEUTICAL INC | COM            | 885807107 | 71     | 79824    | SH | DEFI |
| TIME WARNER INC              | COM            | 887317105 | 171409 | 9335985  | SH | DEFI |
| TIVO INC                     | COM            | 888706108 | 7536   | 1186814  | SH | S    |
| TOYOTA MOTOR CORP            | SP ADR REP2COM | 892331307 | 3506   | 30000    | SH | DEFI |
| TRAVELERS COMPANIES INC      | COM            | 89417E109 | 2869   | 57000    | SH | DEFI |
| TURKCELL ILETISIM HIZMETLERI | SPON ADR NEW   | 900111204 | 4773   | 224281   | SH | DEFI |
| US BANCORP DEL               | COM NEW        | 902973304 | 32144  | 988141   | SH | DEFI |
| UNITED PARCEL SERVICE INC    | CL B           | 911312106 | 3702   | 49300    | SH | DEFI |
| UNITED TECHNOLOGIES CORP     | COM            | 913017109 | 364142 | 4524631  | SH | DEFI |
| UNITEDHEALTH GROUP INC       | COM            | 91324P102 | 479075 | 9892113  | SH | DEFI |
| UNIVERSAL HLTH SVCS INC      | CL B           | 913903100 | 2862   | 52584    | SH | DEFI |
| VALUEVISION MEDIA INC        | CL A           | 92047K107 | 47811  | 6452194  | SH | S    |
| VAN KAMPEN SENIOR INCOME TR  | COM            | 920961109 | 10496  | 1320300  | SH | S    |
| VANGUARD WHITEHALL FDS INC   | HIGH DIV YLD   | 921946406 | 2186   | 40000    | SH | DEFI |
| VASOGEN INC                  | COM NEW        | 92232F202 | 120    | 55555    | SH | DEFI |
| VEOLIA ENVIRONNEMENT         | SPONSORED ADR  | 92334N103 | 1723   | 20000    | SH | DEFI |
| VERIZON COMMUNICATIONS       | COM            | 92343V104 | 113775 | 2569450  | SH | DEFI |
| VERTEX PHARMACEUTICALS INC   | COM            | 92532F100 | 19937  | 519065   | SH | DEFI |
| VIACOM INC NEW               | CL B           | 92553P201 | 16023  | 411174   | SH | DEFI |
| VIACELL INC                  | COM            | 92554J105 | 343    | 72751    | SH | S    |
| VIRTUALSCOPICS INC           | COM            | 928269109 | 1473   | 1218467  | SH | S    |
| VODAFONE GROUP PLC NEW       | SPONS ADR NEW  | 92857W209 | 92881  | 2558711  | SH | DEFI |
| VORNADO RLTY TR              | SH BEN INT     | 929042109 | 2723   | 24900    | SH | DEFI |
| WACHOVIA CORP NEW            | COM            | 929903102 | 35524  | 708345   | SH | DEFI |
| WAL MART STORES INC          | COM            | 931142103 | 74224  | 1700445  | SH | DEFI |
| WALGREEN CO                  | COM            | 931422109 | 5905   | 125000   | SH | DEFI |
| WASHINGTON MUT INC           | COM            | 939322103 | 2834   | 80250    | SH | DEFI |
| WEIGHT WATCHERS INTL INC NEW | COM            | 948626106 | 15762  | 273833   | SH | DEFI |
| WELLPOINT INC                | COM            | 94973V107 | 3946   | 50000    | SH | DEFI |
| WELLS FARGO & CO NEW         | COM            | 949746101 | 24826  | 696981   | SH | DEFI |
| WESCO INTL INC               | COM            | 95082P105 | 12704  | 295851   | SH | DEFI |
| WESTERN UN CO                | COM            | 959802109 | 489374 | 23336845 | SH | DEFI |
| WEYERHAEUSER CO              | COM            | 962166104 | 1808   | 25000    | SH | DEFI |
| WHIRLPOOL CORP               | COM            | 963320106 | 761    | 8536     | SH | DEFI |
| WINDSTREAM CORP              | COM            | 97381W104 | 2894   | 204928   | SH | DEFI |
| WISCONSIN ENERGY CORP        | COM            | 976657106 | 815    | 18094    | SH | DEFI |
| WYETH                        | COM            | 983024100 | 366367 | 8223722  | SH | DEFI |
| XCEL ENERGY INC              | COM            | 98389B100 | 4610   | 214026   | SH | DEFI |
| XEROX CORP                   | COM            | 984121103 | 1041   | 60059    | SH | DEFI |
| YAHOO INC                    | COM            | 984332106 | 337779 | 12583495 | SH | DEFI |
| ZARLINK SEMICONDUCTOR INC    | COM            | 989139100 | 20     | 14509    | SH | S    |
| ZIMMER HLDGS INC             | COM            | 98956P102 | 173777 | 2145666  | SH | DEFI |
| ZIONS BANCORPORATION         | COM            | 989701107 | 13124  | 191115   | SH | DEFI |