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

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

FORM 13F

FORM 13F COVER PAGE

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

Check here if Amendment []; Amendment Number:

This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

General Electric Company
3135 Easton Turnpike
Fairfield, CT 06828

13F File Number: 028-01502

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Robert R. DeGennaro
Title: Assistant Controller
Phone: (203) 373-2535

Signature, Place, and Date of Signing:

Robert R. DeGennaro	Fairfield, CT	06828	October 28, 2008
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(Signature)	(City, State)	(Zip)	(Date)

Report Type (Check only one.):

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

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 409

Form 13F Information Table Value Total: \$27,179,890
(thousands)

List of Other Included Managers:

No. Form 13F File Number Name

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01 028-05827 GE Asset Management

FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRET
-----	-----	-----	-----	-----	---	----	-----
ARCH CAP GROUP LTD	ORD	G0450A105	21814	298700	SH		DEFINE
AXIS CAPITAL HOLDINGS	SHS	G0692U109	55889	1762500	SH		DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	731	19232	SH		DEFINE
COOPER INDS LTD	CL A	G24182100	10911	273109	SH		DEFINE
COVIDIEN LTD	COM	G2552X108	138268	2571958	SH		DEFINE
GENPACT LIMITED	SHS	G3922B107	415053	39947363	SH		SOLE
INVESCO LTD	SHS	G491BT108	2065	98439	SH		DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	15177	1631939	SH		DEFINE
NABORS INDUSTRIES LTD	SHS	G6359F103	36161	1451071	SH		DEFINE
NOBLE CORPORATION	SHS	G65422100	220	5000	SH		DEFINE
TRANSOCEAN INC NEW	SHS	G90073100	540389	4919787	SH		DEFINE
WEATHERFORD INTERNATIONAL LT	COM	G95089101	28880	1148771	SH		DEFINE
ABB LTD	SPONSORED ADR	000375204	51605	2660069	SH		DEFINE
A D A M INC	COM	00088U108	1075	196103	SH		SOLE
AFLAC INC	COM	001055102	112788	1919788	SH		DEFINE
AES CORP	COM	00130H105	720	61614	SH		DEFINE
AT&T INC	COM	00206R102	58499	2095221	SH		DEFINE
ABBOTT LABS	COM	002824100	187944	3264046	SH		DEFINE
ACHILLION PHARMACEUTICALS IN	COM	00448Q201	107	82050	SH		SOLE
AETNA INC NEW	COM	00817Y108	57018	1579008	SH		DEFINE
AFFILIATED COMPUTER SERVICES	CL A	008190100	73685	1455363	SH		DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	25370	306215	SH		DEFINE
AIR PRODS & CHEMS INC	COM	009158106	1027	15000	SH		DEFINE
ALBERTO CULVER CO NEW	COM	013078100	118210	4339563	SH		DEFINE
ALCOA INC	COM	013817101	26966	1194232	SH		DEFINE
ALLEGHANY CORP DEL	COM	017175100	19509	53448	SH		DEFINE
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	115387	3904789	SH		DEFINE
ALLERGAN INC	COM	018490102	1217	23640	SH		DEFINE
ALLIANCE IMAGING INC	COM NEW	018606202	11504	1120160	SH		SOLE
ALLIANT TECHSYSTEMS INC	COM	018804104	39151	416769	SH		DEFINE
ALLSTATE CORP	COM	020002101	32880	712926	SH		DEFINE
ALTRIA GROUP INC	COM	02209S103	77572	3909888	SH		DEFINE

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

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

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

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

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

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

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