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GENERAL ELECTRIC CO  
Form 13F-HR  
April 30, 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: March 31, 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 | April 30, 2008 |
| -----               | -----         | ----- | -----          |
| (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: 427

Form 13F Information Table Value Total: \$29,588,845  
(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 | 91971           | 1670375         | SH      |           |                    |
| ARCH CAP GROUP LTD           | ORD            | G0450A105 | 44546           | 648700          | SH      |           |                    |
| AXIS CAPITAL HOLDINGS        | SHS            | G0692U109 | 59924           | 1763500         | SH      |           |                    |
| COOPER INDS LTD              | CL A           | G24182100 | 103385          | 2574981         | SH      |           |                    |
| COVIDIEN LTD                 | COM            | G2552X108 | 94204           | 2128909         | SH      |           |                    |
| GENPACT LIMITED              | SHS            | G3922B107 | 489355          | 39947364        | SH      |           |                    |
| MARVELL TECHNOLOGY GROUP LTD | ORD            | G5876H105 | 16046           | 1474828         | SH      |           |                    |
| NABORS INDUSTRIES LTD        | SHS            | G6359F103 | 55007           | 1628886         | SH      |           |                    |
| NOBLE CORPORATION            | SHS            | G65422100 | 3209            | 64605           | SH      |           |                    |
| TRANSOCEAN INC NEW           | SHS            | G90073100 | 600438          | 4441109         | SH      |           |                    |
| WEATHERFORD INTERNATIONAL LT | COM            | G95089101 | 50861           | 701818          | SH      |           |                    |
| ALCON INC                    | COM SHS        | H01301102 | 15448           | 108600          | SH      |           |                    |
| LOGITECH INTL S A            | SHS            | H50430232 | 4858            | 190957          | SH      |           |                    |
| ABB LTD                      | SPONSORED ADR  | 000375204 | 55844           | 2074449         | SH      |           |                    |
| AFLAC INC                    | COM            | 001055102 | 175521          | 2702409         | SH      |           |                    |
| AES CORP                     | COM            | 00130H105 | 1231            | 73822           | SH      |           |                    |
| AT&T INC                     | COM            | 00206R102 | 86251           | 2251984         | SH      |           |                    |
| ABBOTT LABS                  | COM            | 002824100 | 189855          | 3442512         | SH      |           |                    |
| ACHILLION PHARMACEUTICALS IN | COM            | 00448Q201 | 363             | 82050           | SH      |           |                    |
| ACTIVISION INC NEW           | COM NEW        | 004930202 | 32595           | 1193532         | SH      |           |                    |
| ADVANCE AUTO PARTS INC       | COM            | 00751Y106 | 5694            | 167231          | SH      |           |                    |
| AETNA INC NEW                | COM            | 00817Y108 | 103813          | 2466450         | SH      |           |                    |
| AFFILIATED COMPUTER SERVICES | CL A           | 008190100 | 55830           | 1114152         | SH      |           |                    |
| AFFILIATED MANAGERS GROUP    | COM            | 008252108 | 15542           | 171284          | SH      |           |                    |
| AIR PRODS & CHEMS INC        | COM            | 009158106 | 3253            | 35359           | SH      |           |                    |
| ALBERTO CULVER CO NEW        | COM            | 013078100 | 96539           | 3522033         | SH      |           |                    |
| ALCOA INC                    | COM            | 013817101 | 62965           | 1746115         | SH      |           |                    |
| ALLEGHANY CORP DEL           | COM            | 017175100 | 18578           | 54401           | SH      |           |                    |
| ALLEGHENY TECHNOLOGIES INC   | COM            | 01741R102 | 210169          | 2945190         | SH      |           |                    |
| ALLERGAN INC                 | COM            | 018490102 | 1480            | 26251           | SH      |           |                    |
| ALLIANCE IMAGING INC         | COM NEW        | 018606202 | 9633            | 1120160         | SH      |           |                    |
| ALLIANT TECHSYSTEMS INC      | COM            | 018804104 | 2074            | 20037           | SH      |           |                    |

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|                              |                |           |        |          |    |
|------------------------------|----------------|-----------|--------|----------|----|
| ALLSTATE CORP                | COM            | 020002101 | 60336  | 1255433  | SH |
| ALTRIA GROUP INC             | COM            | 02209S103 | 6398   | 288179   | SH |
| ALTUS PHARMACEUTICALS INC    | COM            | 02216N105 | 186    | 40957    | SH |
| AMAZON COM INC               | COM            | 023135106 | 5748   | 80611    | SH |
| AMBASSADORS GROUP INC        | COM            | 023177108 | 7556   | 400000   | SH |
| AMBASSADORS INTL INC         | COM            | 023178106 | 1482   | 200000   | SH |
| AMEREN CORP                  | COM            | 023608102 | 2103   | 47761    | SH |
| AMERICA MOVIL SAB DE CV      | SPON ADR L SHS | 02364W105 | 187030 | 2936573  | SH |
| AMERICAN APPAREL INC         | COM            | 023850100 | 8459   | 895139   | SH |
| AMERICAN ELEC PWR INC        | COM            | 025537101 | 37968  | 912036   | SH |
| AMERICAN EXPRESS CO          | COM            | 025816109 | 61600  | 1408962  | SH |
| AMERICAN INTL GROUP INC      | COM            | 026874107 | 227331 | 5256198  | SH |
| AMERICAN TOWER CORP          | CL A           | 029912201 | 145843 | 3719530  | SH |
| AMERIPRISE FINL INC          | COM            | 03076C106 | 45657  | 880559   | SH |
| AMGEN INC                    | COM            | 031162100 | 452721 | 10835836 | SH |
| AMYLIN PHARMACEUTICALS INC   | COM            | 032346108 | 24562  | 840892   | SH |
| ANALOG DEVICES INC           | COM            | 032654105 | 123658 | 4188952  | SH |
| ANGLO AMERN PLC              | ADR NEW        | 03485P201 | 7200   | 241838   | SH |
| ANGLOGOLD ASHANTI LTD        | SPONSORED ADR  | 035128206 | 3017   | 88830    | SH |
| ANHEUSER BUSCH COS INC       | COM            | 035229103 | 4365   | 92000    | SH |
| AON CORP                     | COM            | 037389103 | 62231  | 1548038  | SH |
| APACHE CORP                  | COM            | 037411105 | 98678  | 816735   | SH |
| APPLE INC                    | COM            | 037833100 | 50092  | 349076   | SH |
| ARTHROCARE CORP              | COM            | 043136100 | 12804  | 383935   | SH |
| ASHLAND INC NEW              | COM            | 044209104 | 312    | 6600     | SH |
| AUTOMATIC DATA PROCESSING IN | COM            | 053015103 | 89133  | 2102695  | SH |
| BALL CORP                    | COM            | 058498106 | 528    | 11500    | SH |
| BANK OF AMERICA CORPORATION  | COM            | 060505104 | 77780  | 2051695  | SH |
| BANK OF NEW YORK MELLON CORP | COM            | 064058100 | 103506 | 2480384  | SH |
| BARE ESCENTUALS INC          | COM            | 067511105 | 484    | 20668    | SH |
| BARRICK GOLD CORP            | COM            | 067901108 | 105232 | 2421906  | SH |
| BARR PHARMACEUTICALS INC     | COM            | 068306109 | 19991  | 413811   | SH |
| BAXTER INTL INC              | COM            | 071813109 | 93679  | 1620177  | SH |
| BED BATH & BEYOND INC        | COM            | 075896100 | 309001 | 10474611 | SH |
| BEMIS INC                    | COM            | 081437105 | 298    | 11700    | SH |
| BERKSHIRE HATHAWAY INC DEL   | CL B           | 084670207 | 67666  | 15128    | SH |
| BLACK & DECKER CORP          | COM            | 091797100 | 639    | 9666     | SH |
| BLACKBOARD INC               | COM            | 091935502 | 9772   | 293187   | SH |
| BLACKROCK INC                | COM            | 09247X101 | 26810  | 131308   | SH |
| BLACKROCK KELSO CAPITAL CORP | COM            | 092533108 | 73542  | 6159270  | SH |
| BOEING CO                    | COM            | 097023105 | 12397  | 166700   | SH |
| BORGWARNER INC               | COM            | 099724106 | 1830   | 42520    | SH |
| BOSTON PROPERTIES INC        | COM            | 101121101 | 3114   | 33820    | SH |
| BOSTON SCIENTIFIC CORP       | COM            | 101137107 | 82150  | 6383026  | SH |
| BRISTOL MYERS SQUIBB CO      | COM            | 110122108 | 58813  | 2761191  | SH |
| BURLINGTON NORTHN SANTA FE C | COM            | 12189T104 | 2126   | 23055    | SH |
| CB RICHARD ELLIS GROUP INC   | CL A           | 12497T101 | 199102 | 9200638  | SH |
| CME GROUP INC                | COM            | 12572Q105 | 8759   | 18672    | SH |
| CVB FINL CORP                | COM            | 126600105 | 10299  | 989363   | SH |
| CABLEVISION SYS CORP         | CL A NY CABLVS | 12686C109 | 33175  | 1548047  | SH |
| CABOT CORP                   | COM            | 127055101 | 11152  | 398292   | SH |
| CAMERON INTERNATIONAL CORP   | COM            | 13342B105 | 833    | 20000    | SH |
| CANADIAN NAT RES LTD         | COM            | 136385101 | 1365   | 20000    | SH |
| CAPITAL ONE FINL CORP        | COM            | 14040H105 | 661    | 13433    | SH |
| CARNIVAL CORP                | PAIRED CTF     | 143658300 | 298411 | 7371824  | SH |
| CATERPILLAR INC DEL          | COM            | 149123101 | 1578   | 20157    | SH |
| CAVIUM NETWORKS INC          | COM            | 14965A101 | 2624   | 160000   | SH |
| CAVIUM NETWORKS INC          | COM            | 14965A101 | 1273   | 77652    | SH |
| CHEESECAKE FACTORY INC       | COM            | 163072101 | 26005  | 1193460  | SH |
| CHEVRON CORP NEW             | COM            | 166764100 | 10670  | 125000   | SH |
| CHINAEDU CORP                | SPONS ADR      | 16945L107 | 4154   | 626582   | SH |
| CHUBB CORP                   | COM            | 171232101 | 77716  | 1570660  | SH |

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|                              |                |           |        |          |    |
|------------------------------|----------------|-----------|--------|----------|----|
| CISCO SYS INC                | COM            | 17275R102 | 672505 | 27916370 | SH |
| CITIGROUP INC                | COM            | 172967101 | 157913 | 7372201  | SH |
| CITI TRENDS INC              | COM            | 17306X102 | 627    | 33962    | SH |
| CITRIX SYS INC               | COM            | 177376100 | 14567  | 496649   | SH |
| CLEAR CHANNEL COMMUNICATIONS | COM            | 184502102 | 1539   | 52684    | SH |
| CLOROX CO DEL                | COM            | 189054109 | 69796  | 1232282  | SH |
| COACH INC                    | COM            | 189754104 | 17506  | 580617   | SH |
| COCA COLA CO                 | COM            | 191216100 | 49432  | 812095   | SH |
| COGENT INC                   | COM            | 19239Y108 | 13664  | 1449000  | SH |
| COGNIZANT TECHNOLOGY SOLUTIO | CL A           | 192446102 | 4512   | 156520   | SH |
| COLGATE PALMOLIVE CO         | COM            | 194162103 | 135613 | 1740641  | SH |
| COMCAST CORP NEW             | CL A           | 20030N101 | 7736   | 400000   | SH |
| COMCAST CORP NEW             | CL A SPL       | 20030N200 | 408204 | 21518412 | SH |
| COMPANHIA VALE DO RIO DOCE   | SPON ADR PFD   | 204412100 | 337716 | 11585446 | SH |
| CONEXANT SYSTEMS INC         | COM            | 207142100 | 15     | 26566    | SH |
| CONSOL ENERGY INC            | COM            | 20854P109 | 1488   | 21500    | SH |
| CONSTELLATION ENERGY GROUP I | COM            | 210371100 | 29185  | 330631   | SH |
| CORNING INC                  | COM            | 219350105 | 195944 | 8150767  | SH |
| CUMULUS MEDIA INC            | CL A           | 231082108 | 1698   | 266109   | SH |
| DST SYS INC DEL              | COM            | 233326107 | 14820  | 225430   | SH |
| DTE ENERGY CO                | COM            | 233331107 | 10180  | 261776   | SH |
| DANAHER CORP DEL             | COM            | 235851102 | 2053   | 27000    | SH |
| DARDEN RESTAURANTS INC       | COM            | 237194105 | 10862  | 333696   | SH |
| DAVITA INC                   | COM            | 23918K108 | 59236  | 1240275  | SH |
| DEERE & CO                   | COM            | 244199105 | 40123  | 498796   | SH |
| DELL INC                     | COM            | 24702R101 | 15347  | 770417   | SH |
| DENTSPLY INTL INC NEW        | COM            | 249030107 | 16387  | 424535   | SH |
| DEVON ENERGY CORP NEW        | COM            | 25179M103 | 135900 | 1302593  | SH |
| DIAGEO P L C                 | SPON ADR NEW   | 25243Q205 | 32735  | 402547   | SH |
| DIRECTV GROUP INC            | COM            | 25459L106 | 4648   | 187509   | SH |
| DISNEY WALT CO               | COM DISNEY     | 254687106 | 38851  | 1238090  | SH |
| DISCOVER FINL SVCS           | COM            | 254709108 | 1149   | 70164    | SH |
| DOLAN MEDIA CO               | COM            | 25659P402 | 261    | 12971    | SH |
| DOMINION RES INC VA NEW      | COM            | 25746U109 | 173331 | 4244158  | SH |
| DOUGLAS EMMETT INC           | COM            | 25960P109 | 11448  | 518945   | SH |
| DOVER CORP                   | COM            | 260003108 | 302261 | 7234594  | SH |
| DOW CHEM CO                  | COM            | 260543103 | 5111   | 138708   | SH |
| DRESSER-RAND GROUP INC       | COM            | 261608103 | 18542  | 602996   | SH |
| DU PONT E I DE NEMOURS & CO  | COM            | 263534109 | 5658   | 121000   | SH |
| DUKE ENERGY CORP NEW         | COM            | 26441C105 | 5908   | 331001   | SH |
| DUPONT FABROS TECHNOLOGY INC | COM            | 26613Q106 | 11268  | 683319   | SH |
| E M C CORP MASS              | COM            | 268648102 | 16516  | 1151717  | SH |
| EOG RES INC                  | COM            | 26875P101 | 7268   | 60570    | SH |
| EASTMAN CHEM CO              | COM            | 277432100 | 587    | 9400     | SH |
| EATON CORP                   | COM            | 278058102 | 78041  | 979551   | SH |
| EATON VANCE FLTING RATE INC  | COM            | 278279104 | 13407  | 948138   | SH |
| EBAY INC                     | COM            | 278642103 | 117496 | 3937523  | SH |
| ECOLAB INC                   | COM            | 278865100 | 10824  | 249229   | SH |
| EDISON INTL                  | COM            | 281020107 | 59711  | 1218085  | SH |
| EL PASO CORP                 | COM            | 28336L109 | 1896   | 113949   | SH |
| EMBRAER-EMPRESA BRASILEIRA D | SP ADR COM SHS | 29081M102 | 373    | 9431     | SH |
| EMCORE CORP                  | COM            | 290846104 | 1325   | 230020   | SH |
| EMERSON ELEC CO              | COM            | 291011104 | 107526 | 2089500  | SH |
| ENTERGY CORP NEW             | COM            | 29364G103 | 43977  | 403167   | SH |
| EQUINIX INC                  | COM NEW        | 29444U502 | 1463   | 22001    | SH |
| EXELON CORP                  | COM            | 30161N101 | 8548   | 105181   | SH |
| EXPEDIA INC DEL              | COM            | 30212P105 | 1751   | 80000    | SH |
| EXXON MOBIL CORP             | COM            | 30231G102 | 513834 | 6075125  | SH |
| FPL GROUP INC                | COM            | 302571104 | 61320  | 977369   | SH |
| FEDERAL HOME LN MTG CORP     | COM            | 313400301 | 51299  | 2026031  | SH |
| FEDERAL NATL MTG ASSN        | COM            | 313586109 | 106853 | 4059782  | SH |
| FIDELITY NATL INFORMATION SV | COM            | 31620M106 | 102210 | 2679865  | SH |

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|                              |                |            |         |          |    |
|------------------------------|----------------|------------|---------|----------|----|
| FIRST TR/FOUR CRNRS SR FLOAT | COM            | 33733U108  | 8838    | 649349   | SH |
| FIRSTENERGY CORP             | COM            | 337932107  | 3733    | 54403    | SH |
| FORTRESS INVESTMENT GROUP LL | CL A           | 34958B106  | 15420   | 1255711  | SH |
| FORTUNE BRANDS INC           | COM            | 349631101  | 1188    | 17089    | SH |
| FRANKLIN RES INC             | COM            | 354613101  | 10103   | 104164   | SH |
| FREEPOR-TMCMORAN COPPER & GO | COM            | 35671D857  | 101850  | 1058516  | SH |
| GANNETT INC                  | COM            | 364730101  | 395     | 13586    | SH |
| GAP INC DEL                  | COM            | 364760108  | 2345    | 119135   | SH |
| GEN-PROBE INC NEW            | COM            | 36866T103  | 23855   | 494915   | SH |
| GENENTECH INC                | COM NEW        | 368710406  | 169804  | 2091695  | SH |
| GENERAL DYNAMICS CORP        | COM            | 369550108  | 152357  | 1827479  | SH |
| GENERAL ELECTRIC CO          | COM            | 369604103  | 3471502 | 93799029 | SH |
| GENERAL MLS INC              | COM            | 370334104  | 232553  | 3883649  | SH |
| GENESIS LEASE LTD            | ADR            | 37183T107  | 57727   | 3967500  | SH |
| GENZYME CORP                 | COM            | 372917104  | 222     | 2984     | SH |
| GILEAD SCIENCES INC          | COM            | 375558103  | 90614   | 1758462  | SH |
| GLAXOSMITHKLINE PLC          | SPONSORED ADR  | 37733W105  | 11635   | 274212   | SH |
| GLOBAL PMTS INC              | COM            | 37940X102  | 1990    | 48118    | SH |
| GOLDMAN SACHS GROUP INC      | COM            | 38141G104  | 193887  | 1172299  | SH |
| GOOGLE INC                   | CL A           | 38259P508  | 54515   | 123765   | SH |
| GREENHILL & CO INC           | COM            | 395259104  | 18812   | 270438   | SH |
| GRUPO TELEVISIA SA DE CV     | SP ADR REP ORD | 40049J206  | 454     | 18743    | SH |
| GRUPO AEROPORTUARIO DEL SURE | SPON ADR SER   | B40051E202 | 380     | 6662     | SH |
| HCC INS HLDGS INC            | COM            | 404132102  | 48428   | 2134330  | SH |
| HALLIBURTON CO               | COM            | 406216101  | 110113  | 2799723  | SH |
| HARMAN INTL INDS INC         | COM            | 413086109  | 344     | 7900     | SH |
| HARRIS CORP DEL              | COM            | 413875105  | 7587    | 156341   | SH |
| HARSCO CORP                  | COM            | 415864107  | 42817   | 773147   | SH |
| HARTFORD FINL SVCS GROUP INC | COM            | 416515104  | 3421    | 45147    | SH |
| HERCULES INC                 | COM            | 427056106  | 245     | 13400    | SH |
| HESS CORP                    | COM            | 42809H107  | 215331  | 2441948  | SH |
| HEWLETT PACKARD CO           | COM            | 428236103  | 182103  | 3988241  | SH |
| HEXCEL CORP NEW              | COM            | 428291108  | 51990   | 2720573  | SH |
| HITTITE MICROWAVE CORP       | COM            | 43365Y104  | 29215   | 780737   | SH |
| HOLOGIC INC                  | COM            | 436440101  | 64690   | 1163482  | SH |
| HOME DEPOT INC               | COM            | 437076102  | 14002   | 500609   | SH |
| HONEYWELL INTL INC           | COM            | 438516106  | 19044   | 337532   | SH |
| HUGOTON RTY TR TEX           | UNIT BEN INT   | 444717102  | 13476   | 488600   | SH |
| ING PRIME RATE TR            | SH BEN INT     | 44977W106  | 30881   | 5666285  | SH |
| ITT CORP NEW                 | COM            | 450911102  | 76348   | 1473615  | SH |
| ICICI BK LTD                 | ADR            | 45104G104  | 6706    | 175603   | SH |
| IKANOS COMMUNICATIONS        | COM            | 45173E105  | 46      | 10141    | SH |
| ILLUMINA INC                 | COM            | 452327109  | 4555    | 60009    | SH |
| INFINERA CORPORATION         | COM            | 45667G103  | 4233    | 352777   | SH |
| INFINERA CORPORATION         | COM            | 45667G103  | 107     | 8881     | SH |
| INSULET CORP                 | COM            | 45784P101  | 4532    | 314747   | SH |
| INTEL CORP                   | COM            | 458140100  | 367333  | 17343395 | SH |
| INTERNATIONAL BUSINESS MACHS | COM            | 459200101  | 206560  | 1793987  | SH |
| INTERNATIONAL FLAVORS&FRAGRA | COM            | 459506101  | 2621    | 59500    | SH |
| INTERNATIONAL GAME TECHNOLOG | COM            | 459902102  | 3365    | 83682    | SH |
| INTL PAPER CO                | COM            | 460146103  | 1371    | 50400    | SH |
| INTUIT                       | COM            | 461202103  | 314993  | 11662075 | SH |
| IRON MTN INC                 | COM            | 462846106  | 81332   | 3076081  | SH |
| ISHARES INC                  | MSCI TAIWAN    | 464286731  | 6745    | 425559   | SH |
| ISHARES TR                   | MSCI EMERG MKT | 464287234  | 529     | 3939     | SH |
| ISHARES SILVER TRUST         | ISHARES        | 46428Q109  | 4908    | 28800    | SH |
| ITC HLDGS CORP               | COM            | 465685105  | 38918   | 747559   | SH |
| JP MORGAN CHASE & CO         | COM            | 46625H100  | 251064  | 5845494  | SH |
| JOHNSON & JOHNSON            | COM            | 478160104  | 230677  | 3555995  | SH |
| JOY GLOBAL INC               | COM            | 481165108  | 21041   | 322915   | SH |
| JUNIPER NETWORKS INC         | COM            | 48203R104  | 26767   | 1070691  | SH |
| KIMBERLY CLARK CORP          | COM            | 494368103  | 266869  | 4134296  | SH |

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|                              |               |           |        |          |    |
|------------------------------|---------------|-----------|--------|----------|----|
| KIMCO REALTY CORP            | COM           | 49446R109 | 688    | 17561    | SH |
| KINROSS GOLD CORP            | COM NO PAR    | 496902404 | 1403   | 63460    | SH |
| KOHL'S CORP                  | COM           | 500255104 | 30149  | 702938   | SH |
| KONINKLIJKE PHILIPS ELECTRS  | NY REG SH NEW | 500472303 | 27152  | 708190   | SH |
| KOOKMIN BK NEW               | SPONSORED ADR | 50049M109 | 10513  | 187563   | SH |
| LAM RESEARCH CORP            | COM           | 512807108 | 28692  | 750700   | SH |
| LAUDER ESTEE COS INC         | CL A          | 518439104 | 103156 | 2249851  | SH |
| LEGGETT & PLATT INC          | COM           | 524660107 | 337    | 22115    | SH |
| LEGG MASON INC               | COM           | 524901105 | 15301  | 273331   | SH |
| LIBERTY GLOBAL INC           | COM SER C     | 530555309 | 222826 | 6860394  | SH |
| LIBERTY MEDIA CORP NEW       | INT COM SER A | 53071M104 | 19056  | 1180664  | SH |
| LIBERTY MEDIA CORP NEW       | CAP COM SER A | 53071M302 | 10329  | 656201   | SH |
| LIFECCELL CORP               | COM           | 531927101 | 30461  | 724752   | SH |
| LIFE TIME FITNESS INC        | COM           | 53217R207 | 19706  | 631396   | SH |
| LINCARE HLDGS INC            | COM           | 532791100 | 87977  | 3129729  | SH |
| LINEAR TECHNOLOGY CORP       | COM           | 535678106 | 1540   | 50170    | SH |
| LOCKHEED MARTIN CORP         | COM           | 539830109 | 11021  | 110982   | SH |
| LOEWS CORP                   | COM           | 540424108 | 2535   | 63016    | SH |
| LOWES COS INC                | COM           | 548661107 | 211266 | 9209506  | SH |
| MACERICH CO                  | COM           | 554382101 | 1670   | 23767    | SH |
| MACROVISION CORP             | COM           | 555904101 | 25583  | 1895038  | SH |
| MARATHON OIL CORP            | COM           | 565849106 | 118969 | 2608971  | SH |
| MARSH & MCLENNAN COS INC     | COM           | 571748102 | 23142  | 950377   | SH |
| MARRIOTT INTL INC NEW        | CL A          | 571903202 | 2423   | 70526    | SH |
| MARTIN MARIETTA MATLS INC    | COM           | 573284106 | 18254  | 171936   | SH |
| MASIMO CORP                  | COM           | 574795100 | 33941  | 1305433  | SH |
| MASIMO CORP                  | COM           | 574795100 | 35455  | 1363638  | SH |
| MCCORMICK & CO INC           | COM NON VTG   | 579780206 | 182144 | 4926804  | SH |
| MCDERMOTT INTL INC           | COM           | 580037109 | 5014   | 91464    | SH |
| MCDONALDS CORP               | COM           | 580135101 | 13721  | 246033   | SH |
| MCGRAW HILL COS INC          | COM           | 580645109 | 1680   | 45462    | SH |
| MCKESSON CORP                | COM           | 58155Q103 | 79199  | 1512289  | SH |
| MEADWESTVACO CORP            | COM           | 583334107 | 4342   | 159500   | SH |
| MEDCO HEALTH SOLUTIONS INC   | COM           | 58405U102 | 3893   | 88901    | SH |
| MEDICAL STAFFING NETWK HLDGS | COM           | 58463F104 | 5161   | 1095794  | SH |
| MEDTRONIC INC                | COM           | 585055106 | 279204 | 5772250  | SH |
| MERCADOLIBRE INC             | COM           | 58733R102 | 12874  | 323786   | SH |
| MERCADOLIBRE INC             | COM           | 58733R102 | 44691  | 1124012  | SH |
| MERCK & CO INC               | COM           | 589331107 | 94428  | 2488212  | SH |
| MERRILL LYNCH & CO INC       | COM           | 590188108 | 3073   | 75421    | SH |
| METLIFE INC                  | COM           | 59156R108 | 234065 | 3884245  | SH |
| METTLER TOLEDO INTERNATIONAL | COM           | 592688105 | 15121  | 155696   | SH |
| MICROSOFT CORP               | COM           | 594918104 | 671736 | 23669357 | SH |
| MICROCHIP TECHNOLOGY INC     | COM           | 595017104 | 51621  | 1577189  | SH |
| MOBILE TELESYSTEMS OJSC      | SPONSORED ADR | 607409109 | 27631  | 364288   | SH |
| MOLEX INC                    | CL A          | 608554200 | 169697 | 7762879  | SH |
| MONSANTO CO NEW              | COM           | 61166W101 | 412748 | 3701777  | SH |
| MONSTER WORLDWIDE INC        | COM           | 611742107 | 49408  | 2040826  | SH |
| NII HLDGS INC                | CL B NEW      | 62913F201 | 141654 | 4457336  | SH |
| NYMEX HOLDINGS INC           | COM           | 62948N104 | 17463  | 192683   | SH |
| NATIONAL OILWELL VARCO INC   | COM           | 637071101 | 14612  | 250296   | SH |
| NATIONAL SEMICONDUCTOR CORP  | COM           | 637640103 | 37421  | 2042628  | SH |
| NAVTEQ CORP                  | COM           | 63936L100 | 4420   | 65000    | SH |
| NEUSTAR INC                  | CL A          | 64126X201 | 40737  | 1538403  | SH |
| NEW ORIENTAL ED & TECH GRP I | SPON ADR      | 647581107 | 5165   | 79629    | SH |
| NEWCASTLE INVT CORP          | COM           | 65105M108 | 6195   | 750000   | SH |
| NEWELL RUBBERMAID INC        | COM           | 651229106 | 684    | 29924    | SH |
| NEWMONT MINING CORP          | COM           | 651639106 | 2419   | 53400    | SH |
| NEWS CORP                    | CL A          | 65248E104 | 63274  | 3374630  | SH |
| NEXEN INC                    | COM           | 65334H102 | 1481   | 50000    | SH |
| NORTHROP GRUMMAN CORP        | COM           | 666807102 | 2661   | 34198    | SH |
| NORTHWEST AIRLS CORP         | COM           | 667280408 | 297    | 33073    | SH |

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| NOVARTIS A G                 | SPONSORED ADR  | 66987V109 | 1032   | 20144    | SH |
| NUCOR CORP                   | COM            | 670346105 | 4667   | 68900    | SH |
| NVIDIA CORP                  | COM            | 67066G104 | 2793   | 141122   | SH |
| OCCIDENTAL PETE CORP DEL     | COM            | 674599105 | 49950  | 682656   | SH |
| OFFICEMAX INC DEL            | COM            | 67622P101 | 367    | 19158    | SH |
| OMNICOM GROUP INC            | COM            | 681919106 | 264617 | 5989518  | SH |
| OPEN JT STK CO-VIMPEL COMMUN | SPONSORED ADR  | 68370R109 | 1405   | 47000    | SH |
| ORACLE CORP                  | COM            | 68389X105 | 337551 | 17257217 | SH |
| ORBCOMM INC                  | COM            | 68555P100 | 9920   | 2000001  | SH |
| O REILLY AUTOMOTIVE INC      | COM            | 686091109 | 34499  | 1209658  | SH |
| ORION ENERGY SYSTEMS INC     | COM            | 686275108 | 16998  | 1781737  | SH |
| PG&E CORP                    | COM            | 69331C108 | 25664  | 697012   | SH |
| PICO HLDGS INC               | COM NEW        | 693366205 | 4398   | 145482   | SH |
| POSCO                        | SPONSORED ADR  | 693483109 | 1524   | 12808    | SH |
| PPG INDS INC                 | COM            | 693506107 | 1168   | 19300    | SH |
| PPL CORP                     | COM            | 69351T106 | 16436  | 357921   | SH |
| PACTIV CORP                  | COM            | 695257105 | 404    | 15400    | SH |
| PAN AMERICAN SILVER CORP     | COM            | 697900108 | 2528   | 65892    | SH |
| PAYCHEX INC                  | COM            | 704326107 | 326123 | 9519068  | SH |
| PEABODY ENERGY CORP          | COM            | 704549104 | 19950  | 391186   | SH |
| PENN NATL GAMING INC         | COM            | 707569109 | 6882   | 157375   | SH |
| PENNEY J C INC               | COM            | 708160106 | 1908   | 50584    | SH |
| PEPSICO INC                  | COM            | 713448108 | 633447 | 8773498  | SH |
| PETROLEO BRASILEIRO SA PETRO | SP ADR NON VTG | 71654V101 | 233241 | 2754056  | SH |
| PETROLEO BRASILEIRO SA PETRO | SPONSORED ADR  | 71654V408 | 16752  | 164059   | SH |
| PFIZER INC                   | COM            | 717081103 | 74788  | 3573260  | SH |
| PITNEY BOWES INC             | COM            | 724479100 | 1401   | 40000    | SH |
| PLUM CREEK TIMBER CO INC     | COM            | 729251108 | 3653   | 89748    | SH |
| PORTLAND GEN ELEC CO         | COM NEW        | 736508847 | 1641   | 72780    | SH |
| POTASH CORP SASK INC         | COM            | 73755L107 | 14252  | 91827    | SH |
| PRAXAIR INC                  | COM            | 74005P104 | 118271 | 1404139  | SH |
| PRECISION CASTPARTS CORP     | COM            | 740189105 | 9683   | 94857    | SH |
| PRICE T ROWE GROUP INC       | COM            | 74144T108 | 7131   | 142620   | SH |
| PROCTER & GAMBLE CO          | COM            | 742718109 | 234230 | 3342800  | SH |
| PROGRESS ENERGY INC          | COM            | 743263105 | 6255   | 150000   | SH |
| PROLOGIS                     | SH BEN INT     | 743410102 | 12627  | 214532   | SH |
| PRUDENTIAL FINL INC          | COM            | 744320102 | 7853   | 100359   | SH |
| PSYCHIATRIC SOLUTIONS INC    | COM            | 74439H108 | 27050  | 797479   | SH |
| PUBLIC SVC ENTERPRISE GROUP  | COM            | 744573106 | 2523   | 62780    | SH |
| QUALCOMM INC                 | COM            | 747525103 | 515065 | 12562573 | SH |
| QUANTA SVCS INC              | COM            | 74762E102 | 2607   | 112536   | SH |
| QUEST DIAGNOSTICS INC        | COM            | 74834L100 | 3819   | 84356    | SH |
| RADNET INC                   | COM            | 750491102 | 1467   | 208333   | SH |
| RAYONIER INC                 | COM            | 754907103 | 9188   | 211500   | SH |
| REDIFF COM INDIA LTD         | SPONSORED ADR  | 757479100 | 4219   | 530000   | SH |
| RENEGY HOLDINGS INC          | COM            | 75845J109 | 112    | 26159    | SH |
| REGAL ENTMT GROUP            | CL A           | 758766109 | 15029  | 779099   | SH |
| REGENT COMMUNICATIONS INC DE | COM            | 758865109 | 1375   | 1099998  | SH |
| RESEARCH IN MOTION LTD       | COM            | 760975102 | 156859 | 1397655  | SH |
| RESMED INC                   | COM            | 761152107 | 62674  | 1485878  | SH |
| RESTORE MEDICAL INC          | COM            | 76128C100 | 698    | 872069   | SH |
| ROCKWELL COLLINS INC         | COM            | 774341101 | 9878   | 172835   | SH |
| ROHM & HAAS CO               | COM            | 775371107 | 800    | 14800    | SH |
| ROTECH HEALTHCARE INC        | COM            | 778669101 | 816    | 2551156  | SH |
| ROYAL DUTCH SHELL PLC        | SPONS ADR A    | 780259206 | 3104   | 45000    | SH |
| RUBICON TECHNOLOGY INC       | COM            | 78112T107 | 664    | 22908    | SH |
| SL GREEN RLTY CORP           | COM            | 78440X101 | 8009   | 98303    | SH |
| SAFEWAY INC                  | COM NEW        | 786514208 | 5430   | 185000   | SH |
| ST JUDE MED INC              | COM            | 790849103 | 5053   | 116991   | SH |
| SALESFORCE COM INC           | COM            | 79466L302 | 26562  | 459002   | SH |
| SARA LEE CORP                | COM            | 803111103 | 31261  | 2236097  | SH |
| SCANA CORP NEW               | COM            | 80589M102 | 17315  | 473349   | SH |

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| SCHERING PLOUGH CORP         | COM            | 806605101 | 506    | 35122    | SH |
| SCHLUMBERGER LTD             | COM            | 806857108 | 502720 | 5778387  | SH |
| SCHWAB CHARLES CORP NEW      | COM            | 808513105 | 16275  | 864306   | SH |
| SEALED AIR CORP NEW          | COM            | 81211K100 | 480    | 19000    | SH |
| SELECT SECTOR SPDR TR        | SBI INT-FINL   | 81369Y605 | 7702   | 309676   | SH |
| SELECT SECTOR SPDR TR        | SBI INT-INDS   | 81369Y704 | 33703  | 901158   | SH |
| SIEMENS A G                  | SPONSORED ADR  | 826197501 | 13982  | 128347   | SH |
| SIGMA ALDRICH CORP           | COM            | 826552101 | 907    | 15200    | SH |
| SIMON PPTY GROUP INC NEW     | COM            | 828806109 | 5957   | 64120    | SH |
| SNAP ON INC                  | COM            | 833034101 | 346    | 6804     | SH |
| SOHU COM INC                 | COM            | 83408W103 | 13719  | 303999   | SH |
| SOUTHERN CO                  | COM            | 842587107 | 7903   | 221933   | SH |
| SOUTHWEST AIRLS CO           | COM            | 844741108 | 1870   | 150770   | SH |
| SOUTHWESTERN ENERGY CO       | COM            | 845467109 | 43987  | 1305642  | SH |
| SPECTRA ENERGY CORP          | COM            | 847560109 | 1927   | 84685    | SH |
| SPRINT NEXTEL CORP           | COM SER 1      | 852061100 | 464    | 69428    | SH |
| STANLEY WKS                  | COM            | 854616109 | 471    | 9897     | SH |
| STAPLES INC                  | COM            | 855030102 | 59217  | 2678291  | SH |
| STARBUCKS CORP               | COM            | 855244109 | 1368   | 78143    | SH |
| STARWOOD HOTELS&RESORTS WRLD | COM            | 85590A401 | 11109  | 214659   | SH |
| STATE STR CORP               | COM            | 857477103 | 468378 | 5928830  | SH |
| STERICYCLE INC               | COM            | 858912108 | 7532   | 146254   | SH |
| STREETTRACKS GOLD TR         | GOLD SHS       | 863307104 | 11754  | 130005   | SH |
| SUCCESSFACTORS INC           | COM            | 864596101 | 5612   | 575000   | SH |
| SUN MICROSYSTEMS INC         | COM NEW        | 866810203 | 1306   | 84126    | SH |
| SUNCOR ENERGY INC            | COM            | 867229106 | 136368 | 1415345  | SH |
| SUNOCO INC                   | COM            | 86764P109 | 5907   | 112574   | SH |
| SUNTRUST BKS INC             | COM            | 867914103 | 71698  | 1300288  | SH |
| SUNTECH PWR HLDGS CO LTD     | ADR            | 86800C104 | 16586  | 408920   | SH |
| SYNIVERSE HLDGS INC          | COM            | 87163F106 | 12214  | 733146   | SH |
| THQ INC                      | COM NEW        | 872443403 | 19378  | 888903   | SH |
| TAIWAN SEMICONDUCTOR MFG LTD | SPONSORED ADR  | 874039100 | 75024  | 7305175  | SH |
| TARGET CORP                  | COM            | 87612E106 | 5252   | 103629   | SH |
| TEREX CORP NEW               | COM            | 880779103 | 8469   | 135500   | SH |
| TESCO CORP                   | COM            | 88157K101 | 22871  | 954957   | SH |
| TEVA PHARMACEUTICAL INDS LTD | ADR            | 881624209 | 20299  | 439475   | SH |
| TEXAS INSTRS INC             | COM            | 882508104 | 77511  | 2741802  | SH |
| TEXTRON INC                  | COM            | 883203101 | 310004 | 5593726  | SH |
| THERMADYNE HLDGS CORP NEW    | COM PAR \$0.01 | 883435307 | 2885   | 280073   | SH |
| THERMO FISHER SCIENTIFIC INC | COM            | 883556102 | 64221  | 1129852  | SH |
| THIRD WAVE TECHNOLOGIES INC  | COM            | 88428W108 | 146    | 15797    | SH |
| 3M CO                        | COM            | 88579Y101 | 36707  | 463767   | SH |
| THRESHOLD PHARMACEUTICAL INC | COM            | 885807107 | 31     | 79824    | SH |
| TIME WARNER INC              | COM            | 887317105 | 165045 | 11772116 | SH |
| TITANIUM METALS CORP         | COM NEW        | 888339207 | 176    | 11700    | SH |
| TOYOTA MOTOR CORP            | SP ADR REP2COM | 892331307 | 2825   | 28000    | SH |
| TRAVELERS COMPANIES INC      | COM            | 89417E109 | 4069   | 85044    | SH |
| TURKCELL ILETISIM HIZMETLERI | SPON ADR NEW   | 900111204 | 6318   | 302454   | SH |
| US BANCORP DEL               | COM NEW        | 902973304 | 86055  | 2659317  | SH |
| UNITED PARCEL SERVICE INC    | CL B           | 911312106 | 3600   | 49300    | SH |
| UNITED STATES STL CORP NEW   | COM            | 912909108 | 1763   | 13900    | SH |
| UNITED TECHNOLOGIES CORP     | COM            | 913017109 | 178563 | 2594636  | SH |
| UNITEDHEALTH GROUP INC       | COM            | 91324P102 | 313063 | 9111267  | SH |
| VALERO ENERGY CORP NEW       | COM            | 91913Y100 | 982    | 20000    | SH |
| VALMONT INDS INC             | COM            | 920253101 | 879    | 10000    | SH |
| VALUEVISION MEDIA INC        | CL A           | 92047K107 | 35745  | 6452194  | SH |
| VAN KAMPEN SENIOR INCOME TR  | COM            | 920961109 | 30029  | 5089603  | SH |
| VANGUARD WHITEHALL FDS INC   | HIGH DIV YLD   | 921946406 | 1698   | 36000    | SH |
| VASOGEN INC                  | COM NEW        | 92232F202 | 47     | 55555    | SH |
| VEOLIA ENVIRONNEMENT         | SPONSORED ADR  | 92334N103 | 1329   | 19000    | SH |
| VERIZON COMMUNICATIONS INC   | COM            | 92343V104 | 147969 | 4059502  | SH |
| VERTEX PHARMACEUTICALS INC   | COM            | 92532F100 | 3984   | 166779   | SH |



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| VIACOM INC NEW            | CL B          | 92553P201 | 44585  | 1125313  | SH |
| VIRTUALSCOPICS INC        | COM           | 928269109 | 853    | 1218467  | SH |
| VMWARE INC                | CL A COM      | 928563402 | 788    | 18396    | SH |
| VODAFONE GROUP PLC NEW    | SPONS ADR NEW | 92857W209 | 59080  | 2002045  | SH |
| VORNADO RLTY TR           | SH BEN INT    | 929042109 | 2449   | 28412    | SH |
| VULCAN MATLS CO           | COM           | 929160109 | 31869  | 479957   | SH |
| WACHOVIA CORP NEW         | COM           | 929903102 | 35008  | 1296601  | SH |
| WAL MART STORES INC       | COM           | 931142103 | 194500 | 3692098  | SH |
| WELLPOINT INC             | COM           | 94973V107 | 2207   | 50000    | SH |
| WELLS FARGO & CO NEW      | COM           | 949746101 | 20282  | 696981   | SH |
| WESTERN UN CO             | COM           | 959802109 | 430787 | 20253248 | SH |
| WEYERHAEUSER CO           | COM           | 962166104 | 3167   | 48700    | SH |
| WHIRLPOOL CORP            | COM           | 963320106 | 741    | 8536     | SH |
| WILLIAMS SONOMA INC       | COM           | 969904101 | 849    | 35040    | SH |
| WINDSTREAM CORP           | COM           | 97381W104 | 2259   | 189000   | SH |
| WYETH                     | COM           | 983024100 | 169910 | 4068723  | SH |
| XCEL ENERGY INC           | COM           | 98389B100 | 4840   | 242584   | SH |
| XEROX CORP                | COM           | 984121103 | 839    | 56059    | SH |
| YAHOO INC                 | COM           | 984332106 | 235628 | 8144760  | SH |
| YUM BRANDS INC            | COM           | 988498101 | 2096   | 56321    | SH |
| ZARLINK SEMICONDUCTOR INC | COM           | 989139100 | 12     | 14509    | SH |
| ZIMMER HLDGS INC          | COM           | 98956P102 | 94607  | 1215086  | SH |
| ZIONS BANCORPORATION      | COM           | 989701107 | 9983   | 219156   | SH |