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GENERAL ELECTRIC CO  
Form 13F-HR  
July 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: June 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	July 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: 422

Form 13F Information Table Value Total: \$29,688,779  
(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	96957	1759967	SH		DEFINED
ARCH CAP GROUP LTD	ORD	G0450A105	35180	530460	SH		DEFINED
AXIS CAPITAL HOLDINGS	SHS	G0692U109	52570	1763500	SH		DEFINED
COOPER INDS LTD	CL A	G24182100	89179	2257697	SH		DEFINED
COVIDIEN LTD	COM	G2552X108	116258	2427596	SH		DEFINED
GENPACT LIMITED	SHS	G3922B107	596015	39947363	SH		SOLE
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	28142	1593539	SH		DEFINED
NABORS INDUSTRIES LTD	SHS	G6359F103	88597	1799660	SH		DEFINED
NOBLE CORPORATION	SHS	G65422100	26759	411933	SH		DEFINED
TRANSOCEAN INC NEW	SHS	G90073100	641340	4208541	SH		DEFINED
WEATHERFORD INTERNATIONAL LT	COM	G95089101	58949	1188726	SH		DEFINED
ALCON INC	COM SHS	H01301102	20840	128015	SH		DEFINED
ABB LTD	SPONSORED ADR	000375204	62216	2196884	SH		DEFINED
AFLAC INC	COM	001055102	143667	2287687	SH		DEFINED
AES CORP	COM	00130H105	1276	66447	SH		DEFINED
AT&T INC	COM	00206R102	78693	2335810	SH		DEFINED
ABBOTT LABS	COM	002824100	196505	3709737	SH		DEFINED
ACHILLION PHARMACEUTICALS IN	COM	00448Q201	183	82050	SH		SOLE
ACTIVISION INC NEW	COM NEW	004930202	48774	1431574	SH		DEFINED
ADVANCE AUTO PARTS INC	COM	00751Y106	4566	117589	SH		DEFINED
AETNA INC NEW	COM	00817Y108	88855	2192321	SH		DEFINED
AFFILIATED COMPUTER SERVICES	CL A	008190100	71514	1336964	SH		DEFINED
AFFILIATED MANAGERS GROUP	COM	008252108	24600	273147	SH		DEFINED
AIR PRODS & CHEMS INC	COM	009158106	3450	34900	SH		DEFINED
ALBERTO CULVER CO NEW	COM	013078100	108554	4132240	SH		DEFINED
ALCOA INC	COM	013817101	60902	1709780	SH		DEFINED
ALLEGHANY CORP DEL	COM	017175100	18131	54603	SH		DEFINED
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	227163	3832029	SH		DEFINED
ALLERGAN INC	COM	018490102	1366	26251	SH		DEFINED
ALLIANCE IMAGING INC	COM NEW	018606202	9712	1120160	SH		SOLE
ALLIANT TECHSYSTEMS INC	COM	018804104	8050	79167	SH		DEFINED
ALLSTATE CORP	COM	020002101	28546	626142	SH		DEFINED

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ALTRIA GROUP INC	COM	02209S103	46123	2243348	SH	DEFINED
ALTUS PHARMACEUTICALS INC	COM	02216N105	182	40957	SH	SOLE
AMAZON COM INC	COM	023135106	3413	46538	SH	DEFINED
AMBASSADORS GROUP INC	COM	023177108	5968	400000	SH	DEFINED
AMBASSADORS INTL INC	COM	023178106	876	200000	SH	DEFINED
AMEREN CORP	COM	023608102	1821	43132	SH	DEFINED
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	179262	3398335	SH	DEFINED
AMERICAN APPAREL INC	COM	023850100	7387	1110839	SH	DEFINED
AMERICAN ELEC PWR INC	COM	025537101	64434	1601650	SH	DEFINED
AMERICAN EXPRESS CO	COM	025816109	92290	2449948	SH	DEFINED
AMERICAN INTL GROUP INC	COM	026874107	10453	395065	SH	DEFINED
AMERICAN TOWER CORP	CL A	029912201	210372	4979214	SH	DEFINED
AMERIPRISE FINL INC	COM	03076C106	98153	2413404	SH	DEFINED
AMGEN INC	COM	031162100	535639	11357912	SH	DEFINED
AMYLIN PHARMACEUTICALS INC	COM	032346108	24143	950891	SH	DEFINED
ANALOG DEVICES INC	COM	032654105	113786	3581554	SH	DEFINED
ANGLO AMERN PLC	ADR NEW	03485P201	8573	241838	SH	DEFINED
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	3758	110716	SH	DEFINED
ANHEUSER BUSCH COS INC	COM	035229103	11487	184910	SH	DEFINED
AON CORP	COM	037389103	70673	1538372	SH	DEFINED
APACHE CORP	COM	037411105	86588	622938	SH	DEFINED
APPLE INC	COM	037833100	44054	263104	SH	DEFINED
ARTHROCARE CORP	COM	043136100	18469	452571	SH	DEFINED
ASHLAND INC NEW	COM	044209104	318	6600	SH	DEFINED
AUTOMATIC DATA PROCESSING IN	COM	053015103	96417	2301120	SH	DEFINED
BAIDU COM INC	SPON ADR REP A	056752108	8160	26075	SH	DEFINED
BALL CORP	COM	058498106	554	11600	SH	DEFINED
BANK OF AMERICA CORPORATION	COM	060505104	19953	835916	SH	DEFINED
BANK OF NEW YORK MELLON CORP	COM	064058100	100260	2650269	SH	DEFINED
BARE ESCENTUALS INC	COM	067511105	387	20668	SH	SOLE
BARRICK GOLD CORP	COM	067901108	78569	1726789	SH	DEFINED
BARR PHARMACEUTICALS INC	COM	068306109	21099	468035	SH	DEFINED
BAXTER INTL INC	COM	071813109	102201	1598396	SH	DEFINED
BED BATH & BEYOND INC	COM	075896100	325425	11580969	SH	DEFINED
BEMIS INC	COM	081437105	265	11800	SH	DEFINED
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	60473	15073	SH	DEFINED
BLACK & DECKER CORP	COM	091797100	547	9512	SH	DEFINED
BLACKBOARD INC	COM	091935502	15301	400241	SH	DEFINED
BLACKROCK INC	COM	09247X101	23293	131600	SH	DEFINED
BLACKROCK KELSO CAPITAL CORP	COM	092533108	58267	6159270	SH	DEFINED
BOEING CO	COM	097023105	4850	73795	SH	DEFINED
BORGWARNER INC	COM	099724106	1818	40954	SH	DEFINED
BOSTON PROPERTIES INC	COM	101121101	2619	29033	SH	DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	105183	8558457	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	71791	3496880	SH	DEFINED
BURLINGTON NORTHN SANTA FE C	COM	12189T104	2297	23000	SH	DEFINED
CB RICHARD ELLIS GROUP INC	CL A	12497T101	204791	10666174	SH	DEFINED
CME GROUP INC	COM	12572Q105	74392	194138	SH	DEFINED
CVB FINL CORP	COM	126600105	9458	1001854	SH	DEFINED
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	29624	1310795	SH	DEFINED
CAMECO CORP	COM	13321L108	1929	45000	SH	DEFINED
CAMERON INTERNATIONAL CORP	COM	13342B105	6417	115942	SH	DEFINED
CANADIAN NAT RES LTD	COM	136385101	2005	20000	SH	DEFINED
CAPITAL ONE FINL CORP	COM	14040H105	766	20163	SH	DEFINED
CARNIVAL CORP	PAIRED CTF	143658300	248977	7553909	SH	DEFINED
CATERPILLAR INC DEL	COM	149123101	1309	17730	SH	DEFINED
CAVIUM NETWORKS INC	COM	14965A101	2174	103542	SH	SOLE
CHEESECAKE FACTORY INC	COM	163072101	13008	817617	SH	DEFINED
CHEVRON CORP NEW	COM	166764100	31579	318564	SH	DEFINED
CHINAEDU CORP	SPONS ADR	16945L107	1245	262059	SH	DEFINED
CHUBB CORP	COM	171232101	76077	1552266	SH	DEFINED
CISCO SYS INC	COM	17275R102	686271	29504325	SH	DEFINED

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CITIGROUP INC	COM	172967101	134001	7995272	SH	DEFINED
CITRIX SYS INC	COM	177376100	30073	1022551	SH	DEFINED
CLOROX CO DEL	COM	189054109	73574	1409456	SH	DEFINED
COACH INC	COM	189754104	15890	550197	SH	DEFINED
COCA COLA CO	COM	191216100	19079	367047	SH	DEFINED
COGENT INC	COM	19239Y108	18344	1613333	SH	DEFINED
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	17165	527981	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	519	7506	SH	DEFINED
COMCAST CORP NEW	CL A	20030N101	8209	432739	SH	DEFINED
COMCAST CORP NEW	CL A SPL	20030N200	469463	25024702	SH	DEFINED
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	313081	10491988	SH	DEFINED
CONEXANT SYSTEMS INC	COM	207142100	13	26566	SH	SOLE
CONOCOPHILLIPS	COM	20825C104	8417	89177	SH	DEFINED
CONSOL ENERGY INC	COM	20854P109	2427	21600	SH	DEFINED
CONSTELLATION ENERGY GROUP I	COM	210371100	1615	19670	SH	DEFINED
CORNING INC	COM	219350105	206302	8950202	SH	DEFINED
CORRECTIONS CORP AMER NEW	COM NEW	22025Y407	27613	1005203	SH	DEFINED
CROCS INC	COM	227046109	3290	410700	SH	DEFINED
CUMULUS MEDIA INC	CL A	231082108	1048	266109	SH	SOLE
DST SYS INC DEL	COM	233326107	15317	278230	SH	DEFINED
DTE ENERGY CO	COM	233331107	13096	308574	SH	DEFINED
DANAHER CORP DEL	COM	235851102	2087	27000	SH	DEFINED
DARDEN RESTAURANTS INC	COM	237194105	22536	705577	SH	DEFINED
DAVITA INC	COM	23918K108	8338	156941	SH	DEFINED
DEERE & CO	COM	244199105	39756	551168	SH	DEFINED
DELL INC	COM	24702R101	52462	2397709	SH	DEFINED
DENTSPLY INTL INC NEW	COM	249030107	25202	684847	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	77368	643874	SH	DEFINED
DIAGEO P L C	SPON ADR NEW	25243Q205	49225	666369	SH	DEFINED
DICKS SPORTING GOODS INC	COM	253393102	708	39886	SH	DEFINED
DIRECTV GROUP INC	COM	25459L106	4553	175705	SH	DEFINED
DISNEY WALT CO	COM DISNEY	254687106	52391	1679198	SH	DEFINED
DISCOVER FINL SVCS	COM	254709108	840	63817	SH	DEFINED
DISH NETWORK CORP	CL A	25470M109	2822	96372	SH	DEFINED
DOLAN MEDIA CO	COM	25659P402	236	12971	SH	SOLE
DOMINION RES INC VA NEW	COM	25746U109	200216	4215953	SH	DEFINED
DOUGLAS EMMETT INC	COM	25960P109	10715	487724	SH	DEFINED
DOVER CORP	COM	260003108	231995	4796268	SH	DEFINED
DOW CHEM CO	COM	260543103	32482	930436	SH	DEFINED
DRESSER-RAND GROUP INC	COM	261608103	24740	632736	SH	DEFINED
DU PONT E I DE NEMOURS & CO	COM	263534109	5421	126400	SH	DEFINED
DUKE ENERGY CORP NEW	COM	26441C105	5398	310603	SH	DEFINED
DUPONT FABROS TECHNOLOGY INC	COM	26613Q106	15014	805478	SH	DEFINED
E M C CORP MASS	COM	268648102	3403	231647	SH	DEFINED
EOG RES INC	COM	26875P101	1312	10000	SH	DEFINED
EASTMAN CHEM CO	COM	277432100	620	9000	SH	DEFINED
EATON CORP	COM	278058102	83819	986453	SH	DEFINED
EATON VANCE FLTING RATE INC	COM	278279104	13757	948138	SH	SOLE
EBAY INC	COM	278642103	100941	3693411	SH	DEFINED
ECOLAB INC	COM	278865100	9286	216007	SH	DEFINED
EDISON INTL	COM	281020107	98758	1922106	SH	DEFINED
EL PASO CORP	COM	28336L109	2230	102566	SH	DEFINED
EMCORE CORP	COM	290846104	1440	230020	SH	SOLE
EMERSON ELEC CO	COM	291011104	88417	1788018	SH	DEFINED
ENTERGY CORP NEW	COM	29364G103	48143	399591	SH	DEFINED
EQUINIX INC	COM NEW	29444U502	2326	26070	SH	DEFINED
EXELON CORP	COM	30161N101	8517	94673	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	494417	5610083	SH	DEFINED
FPL GROUP INC	COM	302571104	73919	1127157	SH	DEFINED
FEDERAL HOME LN MTG CORP	COM	313400301	3633	221533	SH	DEFINED
FEDERAL NATL MTG ASSN	COM	313586109	67947	3482652	SH	DEFINED
FIDELITY NATL INFORMATION SV	COM	31620M106	110440	2992152	SH	DEFINED

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FIRST TR/FOUR CRNRS SR FLOAT	COM	33733U108	9221	649349	SH	SOLE
FIRSTENERGY CORP	COM	337932107	4371	53094	SH	DEFINED
FOCUS MEDIA HLDG LTD	SPONSORED ADR	34415V109	21567	778047	SH	DEFINED
FORTRESS INVESTMENT GROUP LL	CL A	34958B106	17629	1430897	SH	DEFINED
FORTUNE BRANDS INC	COM	349631101	1050	16818	SH	DEFINED
FRANKLIN RES INC	COM	354613101	9287	101327	SH	DEFINED
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	114607	977959	SH	DEFINED
GEN-PROBE INC NEW	COM	36866T103	22190	467067	SH	DEFINED
GENENTECH INC	COM NEW	368710406	287513	3788047	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	92154	1094462	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	2513687	94180864	SH	DEFINED
GENERAL GROWTH PPTYS INC	COM	370021107	894	25527	SH	DEFINED
GENERAL MLS INC	COM	370334104	187851	3091172	SH	DEFINED
GENESIS LEASE LTD	ADR	37183T107	40984	3967500	SH	SOLE
GENZYME CORP	COM	372917104	214	2984	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	103588	1956332	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	299046	1709809	SH	DEFINED
GOOGLE INC	CL A	38259P508	131091	249024	SH	DEFINED
GREENHILL & CO INC	COM	395259104	16687	309814	SH	DEFINED
GRUPO TELEVISIVA SA DE CV	SP ADR REP ORD	40049J206	414	17511	SH	DEFINED
GRUPO AEROPORTUARIO DEL SURE	SPON ADR SER B	40051E202	343	6662	SH	DEFINED
HCC INS HLDGS INC	COM	404132102	53436	2527697	SH	DEFINED
HALLIBURTON CO	COM	406216101	141899	2673806	SH	DEFINED
HARMAN INTL INDS INC	COM	413086109	322	7774	SH	DEFINED
HARRIS CORP DEL	COM	413875105	9305	184292	SH	DEFINED
HARSCO CORP	COM	415864107	47734	877300	SH	DEFINED
HARTFORD FINL SVCS GROUP INC	COM	416515104	2762	42783	SH	DEFINED
HERCULES INC	COM	427056106	227	13400	SH	DEFINED
HESS CORP	COM	42809H107	216377	1714692	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	188839	4271399	SH	DEFINED
HEXCEL CORP NEW	COM	428291108	63555	3293006	SH	DEFINED
HITTITE MICROWAVE CORP	COM	43365Y104	32058	899994	SH	DEFINED
HOLOGIC INC	COM	436440101	118522	5436767	SH	DEFINED
HOME DEPOT INC	COM	437076102	12125	517738	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	19479	387402	SH	DEFINED
HUGOTON RTY TR TEX	UNIT BEN INT	444717102	18078	488600	SH	DEFINED
ING PRIME RATE TR	SH BEN INT	44977W106	32468	5666285	SH	SOLE
ITT CORP NEW	COM	450911102	96035	1516424	SH	DEFINED
ICICI BK LTD	ADR	45104G104	5477	190433	SH	DEFINED
IHS INC	CL A	451734107	3260	46835	SH	DEFINED
ILLUMINA INC	COM	452327109	5227	60009	SH	DEFINED
INFINERA CORPORATION	COM	45667G103	3552	402777	SH	DEFINED
INFINERA CORPORATION	COM	45667G103	78	8881	SH	SOLE
INSULET CORP	COM	45784P101	5344	339747	SH	DEFINED
INTEL CORP	COM	458140100	407570	18974394	SH	DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	142568	1202803	SH	DEFINED
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	2324	59500	SH	DEFINED
INTERNATIONAL GAME TECHNOLOG	COM	459902102	2302	92141	SH	DEFINED
INTL PAPER CO	COM	460146103	1177	50500	SH	DEFINED
INTUIT	COM	461202103	372827	13522935	SH	DEFINED
INTUITIVE SURGICAL INC	COM NEW	46120E602	1375	5105	SH	DEFINED
INVITROGEN CORP	COM	46185R100	3926	100000	SH	DEFINED
IRON MTN INC	COM	462846106	137702	5186507	SH	DEFINED
ISHARES INC	MSCI TAIWAN	464286731	7199	509449	SH	DEFINED
ISHARES TR	MSCI EMERG MKT	464287234	7789	57393	SH	DEFINED
ISIS PHARMACEUTICALS INC	COM	464330109	2726	200000	SH	DEFINED
ITC HLDGS CORP	COM	465685105	45247	885293	SH	DEFINED
JP MORGAN CHASE & CO	COM	46625H100	259715	7569656	SH	DEFINED
JANUS CAP GROUP INC	COM	47102X105	290	10954	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	217401	3378939	SH	DEFINED
JOY GLOBAL INC	COM	481165108	28864	380643	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	26697	1203641	SH	DEFINED

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KLA-TENCOR CORP	COM	482480100	814	20000	SH	DEFINED
K12 INC	COM	48273U102	2053	95443	SH	SOLE
KIMBERLY CLARK CORP	COM	494368103	315224	5273068	SH	DEFINED
KIMCO REALTY CORP	COM	49446R109	2313	67008	SH	DEFINED
KINROSS GOLD CORP	COM NO PAR	496902404	3542	150000	SH	DEFINED
KOHL'S CORP	COM	500255104	44266	1105545	SH	DEFINED
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	23640	699413	SH	DEFINED
KOOKMIN BK NEW	SPONSORED ADR	50049M109	12415	212194	SH	DEFINED
LAM RESEARCH CORP	COM	512807108	36775	1017296	SH	DEFINED
LAS VEGAS SANDS CORP	COM	517834107	3843	81000	SH	DEFINED
LAUDER ESTEE COS INC	CL A	518439104	97600	2101183	SH	DEFINED
LEGGETT & PLATT INC	COM	524660107	365	21763	SH	DEFINED
LEGG MASON INC	COM	524901105	13592	311960	SH	DEFINED
LIBERTY GLOBAL INC	COM SER C	530555309	212052	6984591	SH	DEFINED
LIBERTY MEDIA CORP NEW	INT COM SER A	53071M104	13653	925000	SH	DEFINED
LIBERTY MEDIA CORP NEW	ENT COM SER A	53071M500	282995	11679543	SH	DEFINED
LIFE TIME FITNESS INC	COM	53217R207	21142	715457	SH	DEFINED
LILLY ELI & CO	COM	532457108	4715	102138	SH	DEFINED
LINCARE HLDGS INC	COM	532791100	86135	3032915	SH	DEFINED
LINCOLN NATL CORP IND	COM	534187109	4083	90100	SH	DEFINED
LINEAR TECHNOLOGY CORP	COM	535678106	1629	50000	SH	DEFINED
LOCKHEED MARTIN CORP	COM	539830109	10378	105190	SH	DEFINED
LOEWS CORP	COM	540424108	2219	47307	SH	DEFINED
LOWES COS INC	COM	548661107	233537	11254791	SH	DEFINED
MACERICH CO	COM	554382101	1331	21427	SH	DEFINED
MARATHON OIL CORP	COM	565849106	210034	4049243	SH	DEFINED
MARSH & MCLENNAN COS INC	COM	571748102	24458	921203	SH	DEFINED
MARRIOTT INTL INC NEW	CL A	571903202	1062	40459	SH	DEFINED
MARTIN MARIETTA MATLS INC	COM	573284106	20362	196559	SH	DEFINED
MASIMO CORP	COM	574795100	55555	1617328	SH	DEFINED
MASSEY ENERGY CORP	COM	576206106	1968	20987	SH	DEFINED
MCCORMICK & CO INC	COM NON VTG	579780206	219351	6151190	SH	DEFINED
MCDERMOTT INTL INC	COM	580037109	5777	93339	SH	DEFINED
MCDONALDS CORP	COM	580135101	13260	235859	SH	DEFINED
MCGRAW HILL COS INC	COM	580645109	2475	61679	SH	DEFINED
MCKESSON CORP	COM	58155Q103	96260	1721688	SH	DEFINED
MEADWESTVACO CORP	COM	583334107	2863	120100	SH	DEFINED
MEDASSETS INC	COM	584045108	2436	142887	SH	SOLE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	4177	88505	SH	DEFINED
MEDICAL STAFFING NETWK HLDGS	COM	58463F104	4230	1095794	SH	DEFINED
MEDTRONIC INC	COM	585055106	314234	6072158	SH	DEFINED
MERCADOLIBRE INC	COM	58733R102	24043	697114	SH	DEFINED
MERCK & CO INC	COM	589331107	121994	3236784	SH	DEFINED
MERRILL LYNCH & CO INC	COM	590188108	2124	66997	SH	DEFINED
METLIFE INC	COM	59156R108	217662	4124738	SH	DEFINED
METTLER TOLEDO INTERNATIONAL	COM	592688105	17410	183529	SH	DEFINED
MICROSOFT CORP	COM	594918104	630112	22904840	SH	DEFINED
MICROCHIP TECHNOLOGY INC	COM	595017104	12286	402288	SH	DEFINED
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	11506	150195	SH	DEFINED
MOLEX INC	CL A	608554200	182020	7944981	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	444680	3516922	SH	DEFINED
MONSTER WORLDWIDE INC	COM	611742107	52589	2551609	SH	DEFINED
NII HLDGS INC	CL B NEW	62913F201	240048	5054705	SH	DEFINED
NYMEX HOLDINGS INC	COM	62948N104	18478	218726	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	57966	653354	SH	DEFINED
NATIONAL SEMICONDUCTOR CORP	COM	637640103	31841	1550198	SH	DEFINED
NAVTEQ CORP	COM	63936L100	2695	35000	SH	DEFINED
NEUSTAR INC	CL A	64126X201	37449	1736946	SH	DEFINED
NEWCASTLE INVT CORP	COM	65105M108	5258	750000	SH	DEFINED
NEWELL RUBBERMAID INC	COM	651229106	494	29447	SH	DEFINED
NEWMONT MINING CORP	COM	651639106	2796	53600	SH	DEFINED
NEWS CORP	CL A	65248E104	46683	3103924	SH	DEFINED

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NEXEN INC	COM	65334H102	1590	40000	SH	DEFINED
NORTHROP GRUMMAN CORP	COM	666807102	2275	34000	SH	DEFINED
NORTHWEST AIRLS CORP	COM	667280408	220	33073	SH	SOLE
NOVARTIS A G	SPONSORED ADR	66987V109	1101	20000	SH	DEFINED
NUCOR CORP	COM	670346105	6424	86038	SH	DEFINED
NVIDIA CORP	COM	67066G104	2394	127876	SH	DEFINED
OCCIDENTAL PETE CORP DEL	COM	674599105	77732	865040	SH	DEFINED
OMNICOM GROUP INC	COM	681919106	282385	6292004	SH	DEFINED
OPEN JT STK CO-VIMPEL COMMUN	SPONSORED ADR	68370R109	1422	47907	SH	DEFINED
ORACLE CORP	COM	68389X105	333644	15887810	SH	DEFINED
ORBCOMM INC	COM	68555P100	11400	2000001	SH	SOLE
O REILLY AUTOMOTIVE INC	COM	686091109	37627	1683519	SH	DEFINED
ORION ENERGY SYSTEMS INC	COM	686275108	17817	1781737	SH	SOLE
PG&E CORP	COM	69331C108	34409	866947	SH	DEFINED
PICO HLDGS INC	COM NEW	693366205	6321	145482	SH	DEFINED
POSCO	SPONSORED ADR	693483109	796	6137	SH	DEFINED
PPG INDS INC	COM	693506107	1113	19400	SH	DEFINED
PPL CORP	COM	69351T106	19703	376951	SH	DEFINED
PACKAGING CORP AMER	COM	695156109	430	20000	SH	DEFINED
PACTIV CORP	COM	695257105	329	15500	SH	DEFINED
PAN AMERICAN SILVER CORP	COM	697900108	692	20000	SH	DEFINED
PAYCHEX INC	COM	704326107	297781	9519864	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	37882	430231	SH	DEFINED
PENN NATL GAMING INC	COM	707569109	11453	356234	SH	DEFINED
PEPSI BOTTLING GROUP INC	COM	713409100	36675	1313589	SH	DEFINED
PEPSICO INC	COM	713448108	626442	9851268	SH	DEFINED
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	260083	4488053	SH	DEFINED
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	5577	78736	SH	DEFINED
PFIZER INC	COM	717081103	58459	3346263	SH	DEFINED
PITNEY BOWES INC	COM	724479100	1364	40000	SH	DEFINED
PLUM CREEK TIMBER CO INC	COM	729251108	3540	82875	SH	DEFINED
PORTLAND GEN ELEC CO	COM NEW	736508847	1639	72780	SH	SOLE
POTASH CORP SASK INC	COM	73755L107	37785	165311	SH	DEFINED
PRAXAIR INC	COM	74005P104	143345	1521061	SH	DEFINED
PRECISION CASTPARTS CORP	COM	740189105	15546	161319	SH	DEFINED
PRICE T ROWE GROUP INC	COM	74144T108	7803	138177	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	153599	2525881	SH	DEFINED
PROGRESS ENERGY INC	COM	743263105	6275	150000	SH	DEFINED
PROLOGIS	SH BEN INT	743410102	13342	245483	SH	DEFINED
PRUDENTIAL FINL INC	COM	744320102	21333	357105	SH	DEFINED
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	35571	940045	SH	DEFINED
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	2595	56507	SH	DEFINED
QUALCOMM INC	COM	747525103	590636	13311606	SH	DEFINED
QUANTA SVCS INC	COM	74762E102	8157	245171	SH	DEFINED
QUEST DIAGNOSTICS INC	COM	74834L100	4086	84305	SH	DEFINED
RADNET INC	COM	750491102	1292	208333	SH	SOLE
RAYONIER INC	COM	754907103	8980	211500	SH	DEFINED
RENEGY HOLDINGS INC	COM	75845J109	99	26159	SH	DEFINED
REGAL ENTMT GROUP	CL A	758766109	22529	1474401	SH	DEFINED
REGENT COMMUNICATIONS INC DE	COM	758865109	990	1099998	SH	SOLE
RESEARCH IN MOTION LTD	COM	760975102	200830	1717965	SH	DEFINED
RESMED INC	COM	761152107	60234	1685345	SH	DEFINED
RESTORE MEDICAL INC	COM	76128C100	1378	872069	SH	DEFINED
ROCKWELL COLLINS INC	COM	774341101	15780	329031	SH	DEFINED
ROHM & HAAS CO	COM	775371107	515	11100	SH	DEFINED
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	3677	45000	SH	DEFINED
RUBICON TECHNOLOGY INC	COM	78112T107	465	22908	SH	SOLE
SL GREEN RLTY CORP	COM	78440X101	3761	45461	SH	DEFINED
SLM CORP	COM	78442P106	1420	73389	SH	DEFINED
SAFEWAY INC	COM NEW	786514208	4910	171985	SH	DEFINED
ST JUDE MED INC	COM	790849103	4543	111121	SH	DEFINED
SARA LEE CORP	COM	803111103	23246	1897607	SH	DEFINED

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SCANA CORP NEW	COM	80589M102	18886	510440	SH	DEFINED
SCHERING PLOUGH CORP	COM	806605101	2293	116467	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	625809	5825270	SH	DEFINED
SCHWAB CHARLES CORP NEW	COM	808513105	31782	1547325	SH	DEFINED
SEALED AIR CORP NEW	COM	81211K100	192	10100	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	10982	542056	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-INDS	81369Y704	46543	1368498	SH	DEFINED
SIEMENS A G	SPONSORED ADR	826197501	18838	171054	SH	DEFINED
SIGMA ALDRICH CORP	COM	826552101	819	15200	SH	DEFINED
SIMON PPTY GROUP INC NEW	COM	828806109	4997	55590	SH	DEFINED
SNAP ON INC	COM	833034101	348	6696	SH	DEFINED
SOHU COM INC	COM	83408W103	9323	132358	SH	DEFINED
SOUTHERN CO	COM	842587107	7286	208650	SH	DEFINED
SOUTHWEST AIRLS CO	COM	844741108	845	64800	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	38891	816870	SH	DEFINED
SPECTRA ENERGY CORP	COM	847560109	2185	76016	SH	DEFINED
STANLEY WKS	COM	854616109	437	9740	SH	DEFINED
STAPLES INC	COM	855030102	58595	2467156	SH	DEFINED
STARBUCKS CORP	COM	855244109	1129	71731	SH	DEFINED
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	673	16794	SH	DEFINED
STATE STR CORP	COM	857477103	419266	6552049	SH	DEFINED
STERICYCLE INC	COM	858912108	7561	146254	SH	DEFINED
STERLITE INDS INDIA LTD	ADS	859737207	1314	82632	SH	DEFINED
SUCCESSFACTORS INC	COM	864596101	7063	645000	SH	DEFINED
SUNCOR ENERGY INC	COM	867229106	146757	2525062	SH	DEFINED
SUNOCO INC	COM	86764P109	10571	259785	SH	DEFINED
SUNTRUST BKS INC	COM	867914103	61279	1691868	SH	DEFINED
SUNTECH PWR HLDGS CO LTD	ADR	86800C104	21815	582358	SH	DEFINED
SYNIVERSE HLDGS INC	COM	87163F106	14000	864209	SH	DEFINED
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	89207	8176596	SH	DEFINED
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	4091	160000	SH	DEFINED
TARGET CORP	COM	87612E106	59692	1283972	SH	DEFINED
TEREX CORP NEW	COM	880779103	8446	164418	SH	DEFINED
TESCO CORP	COM	88157K101	32482	1016643	SH	DEFINED
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	29755	649664	SH	DEFINED
TEXAS INSTRS INC	COM	882508104	80510	2859028	SH	DEFINED
TEXTRON INC	COM	883203101	263476	5497096	SH	DEFINED
THERMO FISHER SCIENTIFIC INC	COM	883556102	69211	1241890	SH	DEFINED
3M CO	COM	88579Y101	1589	22837	SH	DEFINED
THRESHOLD PHARMACEUTICAL INC	COM	885807107	30	79824	SH	DEFINED
TIME WARNER INC	COM	887317105	172280	11640516	SH	DEFINED
TITANIUM METALS CORP	COM NEW	888339207	161	11500	SH	DEFINED
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	2632	28000	SH	DEFINED
TRAVELERS COMPANIES INC	COM	89417E109	3612	83228	SH	DEFINED
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	5092	349941	SH	DEFINED
US BANCORP DEL	COM NEW	902973304	79097	2836022	SH	DEFINED
UNITED PARCEL SERVICE INC	CL B	911312106	2837	46146	SH	DEFINED
UNITED STATES STL CORP NEW	COM	912909108	2568	13900	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	98470	1595946	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	140364	5347191	SH	DEFINED
VCA ANTECH INC	COM	918194101	25431	915451	SH	DEFINED
VALERO ENERGY CORP NEW	COM	91913Y100	54048	1312470	SH	DEFINED
VALMONT INDS INC	COM	920253101	521	5000	SH	DEFINED
VALUEVISION MEDIA INC	CL A	92047K107	23034	6452194	SH	SOLE
VAN KAMPEN SENIOR INCOME TR	COM	920961109	29418	5089603	SH	SOLE
VANGUARD WHITEHALL FDS INC	HIGH DIV YLD	921946406	1542	36000	SH	DEFINED
VASOGEN INC	COM NEW	92232F202	17	55555	SH	DEFINED
VEOLIA ENVIRONNEMENT	SPONSORED ADR	92334N103	1061	19000	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	154659	4368905	SH	DEFINED
VERTEX PHARMACEUTICALS INC	COM	92532F100	24707	738183	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	58957	1930481	SH	DEFINED
VIRTUALSCOPICS INC	COM	928269109	695	1218467	SH	SOLE



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VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	59160	2008150	SH	DEFINED
VORNADO RLTY TR	SH BEN INT	929042109	2815	31991	SH	DEFINED
VULCAN MATLS CO	COM	929160109	35401	592181	SH	DEFINED
WUXI PHARMATECH CAYMAN INC	SPONS ADR SHS	929352102	8226	405241	SH	DEFINED
WACHOVIA CORP NEW	COM	929903102	40279	2593653	SH	DEFINED
WAL MART STORES INC	COM	931142103	185123	3294005	SH	DEFINED
WELLS FARGO & CO NEW	COM	949746101	15844	667134	SH	DEFINED
WESTERN UN CO	COM	959802109	518350	20968836	SH	DEFINED
WEYERHAEUSER CO	COM	962166104	2250	44000	SH	DEFINED
WHIRLPOOL CORP	COM	963320106	519	8400	SH	DEFINED
WINDSTREAM CORP	COM	97381W104	2332	189000	SH	DEFINED
WYETH	COM	983024100	193358	4031654	SH	DEFINED
XCEL ENERGY INC	COM	98389B100	4666	232477	SH	DEFINED
XEROX CORP	COM	984121103	589	43400	SH	DEFINED
YAHOO INC	COM	984332106	77561	3754182	SH	DEFINED
YUM BRANDS INC	COM	988498101	5145	146632	SH	DEFINED
ZIMMER HLDGS INC	COM	98956P102	54912	806941	SH	DEFINED
ZIONS BANCORPORATION	COM	989701107	7602	241424	SH	DEFINED