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GENERAL ELECTRIC CO
Form 13F-HR
July 29, 2011

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, 2011

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 29, 2011
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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: 420

Form 13F Information Table Value Total: \$25,774,992
(thousands)

List of Other Included Managers:

No.	Form 13F File Number	Name
001	028-05827	GE Asset Management

FROM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION
TELVENT GIT SA	SHS	E90215109	11955	300379	SH	DEFINED
ALTERRA CAPITAL HOLDINGS LIM	COM	G0229R108	21056	944225	SH	DEFINED
ARCOS DORADOS HOLDINGS INC	SHS CLASS -A -	G0457F107	24420	1157907	SH	DEFINED
COOPER INDUSTRIES PLC	SHS	G24140108	108196	1813236	SH	DEFINED
CREDICORP LTD	COM	G2519Y108	668	7755	SH	DEFINED
COVIDIEN PLC	SHS	G2554F113	459352	8629565	SH	DEFINED
GENPACT LIMITED	SHS	G3922B107	343893	19947364	SH	SOLE
HOLLYSYS AUTOMATION TECHNOLO	SHS	G45667105	216	23200	SH	DEFINED
INVESCO LTD	SHS	G491BT108	141997	6068235	SH	DEFINED
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	22571	1528697	SH	DEFINED
NABORS INDUSTRIES LTD	SHS	G6359F103	4435	180009	SH	DEFINED
PARTNERRE LTD	COM	G6852T105	44608	647895	SH	DEFINED
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	15104	215920	SH	DEFINED
UTI WORLDWIDE INC	ORD	G87210103	8889	451460	SH	DEFINED
ACE LTD	SHS	H0023R105	243390	3697807	SH	DEFINED
WEATHERFORD INTERNATIONAL LT	REG SHS	H27013103	20025	1068005	SH	DEFINED
FOSTER WHEELER AG	COM	H27178104	1343	44215	SH	DEFINED
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	17834	452533	SH	DEFINED
TYCO INTERNATIONAL LTD	SHS	H89128104	689	13930	SH	DEFINED
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	947	24581	SH	DEFINED
NIELSEN HOLDINGS N V	COM	N63218106	50674	1626258	SH	DEFINED
YANDEX N V	SHS CLASS A	N97284108	2123	59794	SH	DEFINED
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	18294	486037	SH	DEFINED
AFLAC INC	COM	001055102	1338	28664	SH	DEFINED
AMN HEALTHCARE SERVICES INC	COM	001744101	752	90365	SH	SOLE
ABBOTT LABS	COM	002824100	6193	117702	SH	DEFINED
AFFILIATED MANAGERS GROUP	COM	008252108	34928	344285	SH	DEFINED
AIR PRODS & CHEMS INC	COM	009158106	2072	21673	SH	DEFINED
ALBEMARLE CORP	COM	012653101	3688	53297	SH	DEFINED
ALEXION PHARMACEUTICALS INC	COM	015351109	28339	602577	SH	DEFINED

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ALLEGHANY CORP DEL	COM	017175100	10873	32640	SH	DEFINED
ALLIANCE HEALTHCARE SRVCS IN	COM NEW	018606202	4257	1120160	SH	SOLE
ALLIANT TECHSYSTEMS INC	COM	018804104	26494	371432	SH	DEFINED
ALTERA CORP	COM	021441100	1580	34080	SH	DEFINED
AMAZON COM INC	COM	023135106	135064	660493	SH	DEFINED
AMERICAN APPAREL INC	COM	023850100	689	774326	SH	DEFINED
AMERICAN ELEC PWR INC	COM	025537101	9019	239353	SH	DEFINED
AMERICAN EXPRESS CO	COM	025816109	137226	2654265	SH	DEFINED
AMERICAN TOWER CORP	CL A	029912201	331238	6329800	SH	DEFINED
AMERICAN WTR WKS CO INC NEW	COM	030420103	2732	92758	SH	DEFINED
AMGEN INC	COM	031162100	399850	6852607	SH	DEFINED
ANCESTRY COM INC	COM	032803108	6200	149804	SH	DEFINED
ANCESTRY COM INC	COM	032803108	137	3305	SH	SOLE
AON CORP	COM	037389103	1745	34020	SH	DEFINED
APACHE CORP	COM	037411105	200121	1621855	SH	DEFINED
APPLE INC	COM	037833100	592413	1764868	SH	DEFINED
APPLIED MATLS INC	COM	038222105	12664	973395	SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	039483102	83887	2782330	SH	DEFINED
AUTOMATIC DATA PROCESSING IN	COM	053015103	15185	288244	SH	DEFINED
AVALONBAY CMNTYS INC	COM	053484101	728	5670	SH	DEFINED
AVEO PHARMACEUTICALS INC	COM	053588109	3298	160000	SH	SOLE
AVON PRODS INC	COM	054303102	20266	723775	SH	DEFINED
BAIDU INC	SPON ADR REP A	056752108	696985	4973847	SH	DEFINED
BANK OF AMERICA CORPORATION	COM	060505104	177623	16206506	SH	DEFINED
BANK OF NEW YORK MELLON CORP	COM	064058100	60696	2369068	SH	DEFINED
BARRICK GOLD CORP	COM	067901108	946	20878	SH	DEFINED
BAXTER INTL INC	COM	071813109	2832	47453	SH	DEFINED
BED BATH & BEYOND INC	COM	075896100	182745	3130811	SH	DEFINED
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	8099	104658	SH	DEFINED
BLACKBOARD INC	COM	091935502	9487	218645	SH	DEFINED
BOEING CO	COM	097023105	2912	39389	SH	DEFINED
BOSTON PROPERTIES INC	COM	101121101	1069	10065	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	121835	4207024	SH	DEFINED
BROADCOM CORP	CL A	111320107	839	24948	SH	DEFINED
CF INDS HLDGS INC	COM	125269100	1042	7353	SH	DEFINED
CSX CORP	COM	126408103	12587	480049	SH	DEFINED
CVS CAREMARK CORPORATION	COM	126650100	43619	1160709	SH	DEFINED
CALPINE CORP	COM NEW	131347304	32152	1993326	SH	DEFINED
CARNIVAL CORP	PAIRED CTF	143658300	106300	2824878	SH	DEFINED
CATERPILLAR INC DEL	COM	149123101	5545	52082	SH	DEFINED
CELANESE CORP DEL	COM SER A	150870103	954	17897	SH	DEFINED
CHEVRON CORP NEW	COM	166764100	176592	1717152	SH	DEFINED
CHIPOTLE MEXICAN GRILL INC	COM	169656105	594	1928	SH	DEFINED
CHUBB CORP	COM	171232101	55843	891913	SH	DEFINED
CITIGROUP INC	COM NEW	172967424	54531	1309572	SH	DEFINED
CITRIX SYS INC	COM	177376100	29322	366530	SH	DEFINED
CLOROX CO DEL	COM	189054109	80342	1191308	SH	DEFINED
COACH INC	COM	189754104	33009	516332	SH	DEFINED
COCA COLA CO	COM	191216100	10009	148743	SH	DEFINED
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	1687	23008	SH	DEFINED
COMERICA INC	COM	200340107	18641	539235	SH	DEFINED
CONAGRA FOODS INC	COM	205887102	32757	1269145	SH	DEFINED
CONCORD MED SVCS HLDGS LTD	SPONSORED ADR	206277105	2410	569848	SH	DEFINED
CONSTELLATION ENERGY GROUP I	COM	210371100	509	13417	SH	DEFINED
CORNING INC	COM	219350105	33848	1864923	SH	DEFINED
COVANCE INC	COM	222816100	21362	359812	SH	DEFINED
CREE INC	COM	225447101	7632	227213	SH	DEFINED
CUMMINS INC	COM	231021106	36817	355752	SH	DEFINED
CUMULUS MEDIA INC	CL A	231082108	931	266109	SH	SOLE
CYTEC INDS INC	COM	232820100	15628	273260	SH	DEFINED
DANAHER CORP DEL	COM	235851102	2594	48951	SH	DEFINED
DARDEN RESTAURANTS INC	COM	237194105	609	12236	SH	DEFINED

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DEERE & CO	COM	244199105	61808	749641	SH	DEFINED
DENBURY RES INC	COM NEW	247916208	3026	151294	SH	DEFINED
DENTSPLY INTL INC NEW	COM	249030107	2285	60000	SH	DEFINED
DICKS SPORTING GOODS INC	COM	253393102	18717	486786	SH	DEFINED
DISNEY WALT CO	COM DISNEY	254687106	84536	2165362	SH	DEFINED
DISCOVER FINL SVCS	COM	254709108	5337	199514	SH	DEFINED
DOLLAR GEN CORP NEW	COM	256677105	3716	109636	SH	DEFINED
DOVER CORP	COM	260003108	129325	1907454	SH	DEFINED
DRESSER-RAND GROUP INC	COM	261608103	24657	458737	SH	DEFINED
DU PONT E I DE NEMOURS & CO	COM	263534109	7679	142072	SH	DEFINED
E M C CORP MASS	COM	268648102	2066	74979	SH	DEFINED
EATON CORP	COM	278058102	20182	392270	SH	DEFINED
EBAY INC	COM	278642103	128974	3996701	SH	DEFINED
ECOLAB INC	COM	278865100	48843	866312	SH	DEFINED
EDISON INTL	COM	281020107	551	14218	SH	DEFINED
EMCORE CORP	COM	290846104	630	230020	SH	SOLE
EMERSON ELEC CO	COM	291011104	25062	445555	SH	DEFINED
EXPRESS SCRIPTS INC	COM	302182100	374066	6929706	SH	DEFINED
FTI CONSULTING INC	COM	302941109	9752	257033	SH	DEFINED
FINANCIAL ENGINES INC	COM	317485100	1944	75000	SH	DEFINED
FIRST SOLAR INC	COM	336433107	382	2891	SH	DEFINED
FIRSTENERGY CORP	COM	337932107	13582	307637	SH	DEFINED
FORD MTR CO DEL	COM PAR \$0.01	345370860	1965	142477	SH	DEFINED
FOREST OIL CORP	COM PAR \$0.01	346091705	2003	75000	SH	DEFINED
FRANKLIN RES INC	COM	354613101	1617	12316	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	13346	179091	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	1780132	94386629	SH	DEFINED
GENUINE PARTS CO	COM	372460105	3722	68425	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	346153	8359155	SH	DEFINED
GREENHILL & CO INC	COM	395259104	4037	75000	SH	DEFINED
HCC INS HLDGS INC	COM	404132102	37086	1177347	SH	DEFINED
HALLIBURTON CO	COM	406216101	153092	3001801	SH	DEFINED
HARMONY GOLD MNG LTD	SPONSORED ADR	413216300	7286	551152	SH	DEFINED
HARSCO CORP	COM	415864107	42576	1306027	SH	DEFINED
HARTFORD FINL SVCS GROUP INC	COM	416515104	83457	3164864	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	41281	1134102	SH	DEFINED
HEXCEL CORP NEW	COM	428291108	43698	1996232	SH	DEFINED
HOME DEPOT INC	COM	437076102	10285	283952	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	292562	4909574	SH	DEFINED
HOSPIRA INC	COM	441060100	167963	2964408	SH	DEFINED
HUMAN GENOME SCIENCES INC	COM	444903108	17748	723228	SH	DEFINED
IHS INC	CL A	451734107	31465	377184	SH	DEFINED
ILLUMINA INC	COM	452327109	42637	567363	SH	DEFINED
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	17058	261500	SH	DEFINED
ING GROEP N V	SPONSORED ADR	456837103	5753	465088	SH	DEFINED
INTEL CORP	COM	458140100	71875	3243441	SH	DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	294635	1717486	SH	DEFINED
INTUIT	COM	461202103	47342	912884	SH	DEFINED
ISHARES INC	MSCI EMU INDEX	464286608	4421	113868	SH	DEFINED
ISHARES TR	MSCI EMERG MKT	464287234	49831	1046866	SH	DEFINED
ISHARES TR	MSCI EAFE INDEX	464287465	9834	163526	SH	DEFINED
ISIS PHARMACEUTICALS INC	COM	464330109	2094	228577	SH	DEFINED
ITC HLDGS CORP	COM	465685105	78472	1093387	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	176597	2654799	SH	DEFINED
KLA-TENCOR CORP	COM	482480100	23433	578887	SH	DEFINED
KELLOGG CO	COM	487836108	6557	118535	SH	DEFINED
KIMBERLY CLARK CORP	COM	494368103	5559	83512	SH	DEFINED
KIRBY CORP	COM	497266106	5766	101755	SH	DEFINED
KOHL'S CORP	COM	500255104	975	19503	SH	DEFINED
LIBERTY GLOBAL INC	COM SER C	530555309	213356	4996624	SH	DEFINED
LINCARE HLDGS INC	COM	532791100	56227	1920989	SH	DEFINED
LOEWS CORP	COM	540424108	716	17010	SH	DEFINED

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LORILLARD INC	COM	544147101	1072	9844	SH	DEFINED
LOWES COS INC	COM	548661107	221056	9483305	SH	DEFINED
M D C HLDGS INC	COM	552676108	36076	1464114	SH	DEFINED
MSC INDL DIRECT INC	CL A	553530106	21734	327762	SH	DEFINED
MARATHON OIL CORP	COM	565849106	41579	789272	SH	DEFINED
MARRIOTT INTL INC NEW	CL A	571903202	1071	30187	SH	DEFINED
MASIMO CORP	COM	574795100	30993	1044226	SH	DEFINED
MCCORMICK & CO INC	COM NON VTG	579780206	15894	320645	SH	DEFINED
MCDERMOTT INTL INC	COM	580037109	13776	695404	SH	DEFINED
MCDONALDS CORP	COM	580135101	16827	199566	SH	DEFINED
MEAD JOHNSON NUTRITION CO	COM	582839106	19330	286153	SH	DEFINED
MECHEL OAO	SPONSORED ADR	583840103	45157	1890185	SH	DEFINED
MECHEL OAO	SPON ADR PFD	583840509	8518	987045	SH	DEFINED
MEDASSETS INC	COM	584045108	10734	803476	SH	DEFINED
MEDASSETS INC	COM	584045108	1909	142887	SH	SOLE
MEDTRONIC INC	COM	585055106	2121	55060	SH	DEFINED
METTLER TOLEDO INTERNATIONAL	COM	592688105	26262	155698	SH	DEFINED
MICROSOFT CORP	COM	594918104	424362	16321615	SH	DEFINED
MICROCHIP TECHNOLOGY INC	COM	595017104	24347	642236	SH	DEFINED
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	108483	5703608	SH	DEFINED
MOLEX INC	CL A	608554200	17184	800000	SH	DEFINED
MOLYCORP INC DEL	COM	608753109	9593	157103	SH	DEFINED
MONSTER WORLDWIDE INC	COM	611742107	14460	986327	SH	DEFINED
MORGAN STANLEY	COM NEW	617446448	36482	1585473	SH	DEFINED
MOTOROLA SOLUTIONS INC	COM NEW	620076307	586	12726	SH	DEFINED
MOTOROLA MOBILITY HLDGS INC	COM	620097105	430	19503	SH	DEFINED
NRG ENERGY INC	COM NEW	629377508	654	26607	SH	DEFINED
NATIONAL CINEMEDIA INC	COM	635309107	3836	226860	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	59584	761850	SH	DEFINED
NIKE INC	CL B	654106103	3623	40260	SH	DEFINED
NORTHEAST UTILS	COM	664397106	866	24619	SH	DEFINED
NUVASIVE INC	COM	670704105	2819	85734	SH	DEFINED
OCCIDENTAL PETE CORP DEL	COM	674599105	107771	1035862	SH	DEFINED
OMNICARE INC	COM	681904108	77173	2419966	SH	DEFINED
OMNICOM GROUP INC	COM	681919106	245350	5094480	SH	DEFINED
ORION ENERGY SYSTEMS INC	COM	686275108	6174	1570990	SH	SOLE
PICO HLDGS INC	COM NEW	693366205	6584	227046	SH	DEFINED
PAYCHEX INC	COM	704326107	110533	3598071	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	128443	2180328	SH	DEFINED
PENN NATL GAMING INC	COM	707569109	23010	570399	SH	DEFINED
PEOPLES UNITED FINANCIAL INC	COM	712704105	24057	1789938	SH	DEFINED
PEPSICO INC	COM	713448108	585576	8314298	SH	DEFINED
PERKINELMER INC	COM	714046109	61279	2277176	SH	DEFINED
PETROHAWK ENERGY CORP	COM	716495106	23965	971433	SH	DEFINED
PFIZER INC	COM	717081103	182906	8878956	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	15174	227255	SH	DEFINED
PIONEER NAT RES CO	COM	723787107	18855	210510	SH	DEFINED
PLUM CREEK TIMBER CO INC	COM	729251108	323	7956	SH	DEFINED
PRECISION CASTPARTS CORP	COM	740189105	15305	92955	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	159283	2505632	SH	DEFINED
PRUDENTIAL FINL INC	COM	744320102	169904	2671871	SH	DEFINED
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	1530	46867	SH	DEFINED
QUALCOMM INC	COM	747525103	615318	10834967	SH	DEFINED
RADNET INC	COM	750491102	917	208333	SH	SOLE
RAYONIER INC	COM	754907103	2144	32812	SH	DEFINED
RESMED INC	COM	761152107	48504	1567168	SH	DEFINED
ROBBINS & MYERS INC	COM	770196103	243	4599	SH	SOLE
ROCKWELL COLLINS INC	COM	774341101	128178	2077774	SH	DEFINED
ROVI CORP	COM	779376102	47616	830123	SH	DEFINED
ROWAN COS INC	COM	779382100	3064	78938	SH	DEFINED
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	413	14070	SH	DEFINED
ST JUDE MED INC	COM	790849103	1229	25767	SH	DEFINED

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SCHLUMBERGER LTD	COM	806857108	651306	7538263	SH	DEFINED
SEMPRA ENERGY	COM	816851109	1134	21451	SH	DEFINED
SIEMENS A G	SPONSORED ADR	826197501	32034	232925	SH	DEFINED
SIGMA ALDRICH CORP	COM	826552101	1606	21887	SH	DEFINED
SIMON PPTY GROUP INC NEW	COM	828806109	2307	19846	SH	DEFINED
SOCIEDAD QUIMICA MINERA DE C	SPON ADR SER B	833635105	79464	1227807	SH	DEFINED
SOUTHERN CO	COM	842587107	10969	271634	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	55066	1284193	SH	DEFINED
SPECTRA ENERGY CORP	COM	847560109	28368	1034936	SH	DEFINED
SPRINT NEXTEL CORP	COM SER 1	852061100	1223	226905	SH	DEFINED
STAPLES INC	COM	855030102	22986	1454809	SH	DEFINED
STARBUCKS CORP	COM	855244109	2078	52631	SH	DEFINED
STATE STR CORP	COM	857477103	365855	8113879	SH	DEFINED
STEEL DYNAMICS INC	COM	858119100	7946	489013	SH	DEFINED
STERICYCLE INC	COM	858912108	4010	45000	SH	DEFINED
SUCCESSFACTORS INC	COM	864596101	17951	610585	SH	DEFINED
SUNCOR ENERGY INC NEW	COM	867224107	266272	6810023	SH	DEFINED
SUPERMEDIA INC	COM	868447103	1723	459495	SH	SOLE
SYCAMORE NETWORKS INC	COM NEW	871206405	3778	169886	SH	DEFINED
SYSCO CORP	COM	871829107	6461	207204	SH	DEFINED
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	64897	5146466	SH	DEFINED
TELEFONICA S A	SPONSORED ADR	879382208	8803	359433	SH	DEFINED
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	56893	1179865	SH	DEFINED
TEXAS INSTRS INC	COM	882508104	101767	3099832	SH	DEFINED
TEXTRON INC	COM	883203101	714	30248	SH	DEFINED
THERMO FISHER SCIENTIFIC INC	COM	883556102	159665	2479662	SH	DEFINED
THRESHOLD PHARMACEUTICAL INC	COM NEW	885807206	22	13304	SH	DEFINED
TIME WARNER INC	COM NEW	887317303	166073	4566197	SH	DEFINED
US BANCORP DEL	COM NEW	902973304	16553	648891	SH	DEFINED
ULTRA PETROLEUM CORP	COM	903914109	8630	188428	SH	DEFINED
UNION PAC CORP	COM	907818108	123350	1181518	SH	DEFINED
UNITED PARCEL SERVICE INC	CL B	911312106	7313	100273	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	128247	1448958	SH	DEFINED
URBAN OUTFITTERS INC	COM	917047102	18279	649358	SH	DEFINED
VCA ANTECH INC	COM	918194101	25174	1187450	SH	DEFINED
VANGUARD BD INDEX FD INC	SHORT TRM BOND	921937827	324	4000	SH	DEFINED
VANGUARD INDEX FDS	REIT ETF	922908553	11930	198504	SH	DEFINED
VIRTUALSCOPICS INC	COM	928269109	2279	1218467	SH	SOLE
VORNADO RLTY TR	SH BEN INT	929042109	1028	11029	SH	DEFINED
WABTEC CORP	COM	929740108	2669	40615	SH	DEFINED
WAL MART STORES INC	COM	931142103	9187	172879	SH	DEFINED
WALGREEN CO	COM	931422109	2548	60011	SH	DEFINED
WATSON PHARMACEUTICALS INC	COM	942683103	1793	26082	SH	DEFINED
WELLS FARGO & CO NEW	COM	949746101	83820	2987177	SH	DEFINED
WESTERN DIGITAL CORP	COM	958102105	472	12974	SH	DEFINED
WESTERN UN CO	COM	959802109	421837	21060277	SH	DEFINED
WEYERHAEUSER CO	COM	962166104	376	17216	SH	DEFINED
WILLIAMS COS INC DEL	COM	969457100	1654	54666	SH	DEFINED
YAHOO INC	COM	984332106	903	60057	SH	DEFINED
YUM BRANDS INC	COM	988498101	23700	429041	SH	DEFINED
ZIONS BANCORPORATION	COM	989701107	11862	494052	SH	DEFINED
QUANTA SVCS INC	COM	74762E102	17085	845802	SH	DEFINED
NEWS CORP	CL A	65248E104	99045	5595789	SH	DEFINED
VALE S A	ADR	91912E105	4868	152364	SH	DEFINED
TARGET CORP	COM	87612E106	223486	4764136	SH	DEFINED
EDWARDS LIFESCIENCES CORP	COM	28176E108	354	4059	SH	DEFINED
FORTINET INC	COM	34959E109	8012	293588	SH	DEFINED
TRAVELERS COMPANIES INC	COM	89417E109	16187	277266	SH	DEFINED
GRUPO AEROPORTUARIO DEL SURE	SPON ADR SER B	40051E202	393	6662	SH	DEFINED
VALE S A	ADR REPSTG PFD	91912E204	132953	4590904	SH	DEFINED
AES CORP	COM	00130H105	129055	10129881	SH	DEFINED
AT&T INC	COM	00206R102	97604	3107428	SH	DEFINED

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ACTIVISION BLIZZARD INC	COM	00507V109	33560	2873326	SH	DEFINED
ADOBE SYS INC	COM	00724F101	951	30248	SH	DEFINED
AETNA INC NEW	COM	00817Y108	3851	87346	SH	DEFINED
AGILENT TECHNOLOGIES INC	COM	00846U101	823	16103	SH	DEFINED
AKAMAI TECHNOLOGIES INC	COM	00971T101	3619	115000	SH	DEFINED
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	323738	5100645	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	4688	177515	SH	DEFINED
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	170104	3157087	SH	DEFINED
AMERICAN PUBLIC EDUCATION IN	COM	02913V103	8768	197000	SH	DEFINED
AMERIPRISE FINL INC	COM	03076C106	103530	1794906	SH	DEFINED
A123 SYS INC	COM	03739T108	39223	7372744	SH	SOLE
AUTONAVI HLDGS LTD	SPONSORED ADR	05330F106	3429	230889	SH	DEFINED
BANCO SANTANDER BRASIL S A	ADS REP 1 UNIT	05967A107	5273	450300	SH	DEFINED
BANKUNITED INC	COM	06652K103	13262	499698	SH	DEFINED
BG MEDICINE INC	COM	08861T107	10759	1351629	SH	DEFINED
BG MEDICINE INC	COM	08861T107	112	14015	SH	SOLE
BLACKROCK INC	COM	09247X101	1131	5897	SH	DEFINED
CB RICHARD ELLIS GROUP INC	CL A	12497T101	92629	3688917	SH	DEFINED
CBOE HLDGS INC	COM	12503M108	14540	591064	SH	DEFINED
CME GROUP INC	COM	12572Q105	340784	1168709	SH	DEFINED
CALIX INC	COM	13100M509	652	31301	SH	DEFINED
CAPITAL ONE FINL CORP	COM	14040H105	15306	296234	SH	DEFINED
CARDINAL HEALTH INC	COM	14149Y108	21667	477038	SH	DEFINED
CATALYST HEALTH SOLUTIONS IN	COM	14888B103	39574	708962	SH	DEFINED
CHINA SEC & SURVE TECH INC	COM	16942J105	28036	5289893	SH	DEFINED
CINEMARK HOLDINGS INC	COM	17243V102	214	10319	SH	SOLE
CISCO SYS INC	COM	17275R102	232362	14885446	SH	DEFINED
CLEAN DIESEL TECHNOLOGIES IN	COM PAR \$.01	18449C401	73	15313	SH	SOLE
CLIFFS NATURAL RESOURCES INC	COM	18683K101	3720	40243	SH	DEFINED
COCA COLA ENTERPRISES INC NE	COM	19122T109	23206	795262	SH	DEFINED
COMCAST CORP NEW	CL A	20030N101	2627	103654	SH	DEFINED
COMCAST CORP NEW	CL A SPL	20030N200	35134	1450000	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	33825	449854	SH	DEFINED
CORRECTIONS CORP AMER NEW	COM NEW	22025Y407	74227	3428517	SH	DEFINED
COSTCO WHSL CORP NEW	COM	22160K105	3127	38494	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	24974	316889	SH	DEFINED
DIAGEO P L C	SPON ADR NEW	25243Q205	3531	43126	SH	DEFINED
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	5932	144836	SH	DEFINED
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	73943	2023051	SH	DEFINED
DIRECTV	COM CL A	25490A101	298898	5881505	SH	DEFINED
DOMINION RES INC VA NEW	COM	25746U109	94124	1949951	SH	DEFINED
DORAL FINL CORP	COM NEW	25811P886	3751	1913545	SH	DEFINED
DOUGLAS EMMETT INC	COM	25960P109	14034	705597	SH	DEFINED
DOUGLAS EMMETT INC	COM	25960P109	1721	86506	SH	SOLE
DOUGLAS DYNAMICS INC	COM	25960R105	7361	466188	SH	DEFINED
DUKE ENERGY CORP NEW	COM	26441C105	1052	55879	SH	DEFINED
EL PASO CORP	COM	28336L109	85195	4217570	SH	DEFINED
ENTERGY CORP NEW	COM	29364G103	520	7614	SH	DEFINED
EQUINIX INC	COM NEW	29444U502	115578	1144109	SH	DEFINED
EQUITY RESIDENTIAL	SH BEN INT	29476L107	1216	20263	SH	DEFINED
EXELON CORP	COM	30161N101	2205	51473	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	313514	3852473	SH	DEFINED
FEDEX CORP	COM	31428X106	52468	553173	SH	DEFINED
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	89669	1695058	SH	DEFINED
GEN-PROBE INC NEW	COM	36866T103	10766	155688	SH	DEFINED
GENERAL MTRS CO	COM	37045V100	1823	60060	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	346165	2600986	SH	DEFINED
GOOGLE INC	CL A	38259P508	166121	328056	SH	DEFINED
GRUPO TELEVISIVA SA DE CV	SP ADR REP ORD	40049J206	28891	1174431	SH	DEFINED
HCA HOLDINGS INC	COM	40412C101	40216	1218678	SH	DEFINED
HCP INC	COM	40414L109	428	11657	SH	DEFINED
HEALTH CARE REIT INC	COM	42217K106	3902	74424	SH	DEFINED

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HESS CORP	COM	42809H107	78527	1050387	SH	DEFINED
HISOFT TECHNOLOGY INTL LTD	SPONSORED ADR	43358R108	12819	875010	SH	SOLE
HITTITE MICROWAVE CORP	COM	43365Y104	33458	540424	SH	DEFINED
HOST HOTELS & RESORTS INC	COM	44107P104	711	41922	SH	DEFINED
ICF INTL INC	COM	44925C103	452	17795	SH	SOLE
ICICI BK LTD	ADR	45104G104	48302	979760	SH	DEFINED
INCYTE CORP	COM	45337C102	17850	942444	SH	DEFINED
INFINERA CORPORATION	COM	45667G103	3875	560803	SH	DEFINED
INSULET CORP	COM	45784P101	5250	236825	SH	DEFINED
INTERMUNE INC	COM	45884X103	13578	378750	SH	DEFINED
INTREPID POTASH INC	COM	46121Y102	11504	353965	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	492229	12023175	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	26358	836755	SH	DEFINED
KIMCO RLTY CORP	COM	49446R109	477	25605	SH	DEFINED
KRAFT FOODS INC	CL A	50075N104	237544	6742661	SH	DEFINED
LIBERTY MEDIA CORP NEW	CAP COM SER A	53071M302	22694	264651	SH	DEFINED
MSCI INC	CL A	55354G100	17196	456357	SH	DEFINED
MACYS INC	COM	55616P104	48082	1644378	SH	DEFINED
MASTERCARD INC	CL A	57636Q104	7951	26386	SH	DEFINED
MCKESSON CORP	COM	58155Q103	1468	17555	SH	DEFINED
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	1428	25271	SH	DEFINED
MERCADOLIBRE INC	COM	58733R102	24754	311996	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	11726	332269	SH	DEFINED
METLIFE INC	COM	59156R108	66360	1512660	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	316055	4356974	SH	DEFINED
MOSAIC CO NEW	COM	61945C103	4850	71613	SH	DEFINED
NII HLDGS INC	CL B NEW	62913F201	188645	4451280	SH	DEFINED
NALCO HOLDING COMPANY	COM	62985Q101	14793	531927	SH	DEFINED
NETAPP INC	COM	64110D104	1215	23017	SH	DEFINED
NEWCASTLE INVT CORP	COM	65105M108	4335	750000	SH	DEFINED
NEXTERA ENERGY INC	COM	65339F101	79199	1378331	SH	DEFINED
NOVARTIS A G	SPONSORED ADR	66987V109	67211	1099836	SH	DEFINED
NVIDIA CORP	COM	67066G104	1143	71739	SH	DEFINED
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	77589	1184379	SH	DEFINED
ORACLE CORP	COM	68389X105	229819	6983256	SH	DEFINED
ORBCOMM INC	COM	68555P100	428	136597	SH	SOLE
PG&E CORP	COM	69331C108	1092	25981	SH	DEFINED
PPL CORP	COM	69351T106	1192	42830	SH	DEFINED
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	259549	8459874	SH	DEFINED
PHARMASSET INC	COM	71715N106	1062	9469	SH	DEFINED
POLYPORE INTL INC	COM	73179V103	20021	295125	SH	DEFINED
POTASH CORP SASK INC	COM	73755L107	34517	605666	SH	DEFINED
PRAXAIR INC	COM	74005P104	245146	2261702	SH	DEFINED
PRICE T ROWE GROUP INC	COM	74144T108	1286	21310	SH	DEFINED
PROLOGIS INC	COM	74340W103	930	25957	SH	DEFINED
PUBLIC STORAGE	COM	74460D109	4599	40338	SH	DEFINED
QUICKSILVER RESOURCES INC	COM	74837R104	17691	1198588	SH	DEFINED
RLJ LODGING TR	COM	74965L101	126081	7258558	SH	DEFINED
RLJ LODGING TR	COM	74965L101	48058	2766703	SH	SOLE
REGIONS FINANCIAL CORP NEW	COM	7591EP100	907	146316	SH	DEFINED
SL GREEN RLTY CORP	COM	78440X101	12212	147358	SH	DEFINED
SLM CORP	COM	78442P106	858	51030	SH	DEFINED
SPDR S&P 500 ETF TR	TR UNIT	78462F103	26052	197411	SH	DEFINED
SPDR INDEX SHS FDS	S&P CHINA ETF	78463X400	687	8770	SH	DEFINED
SALESFORCE COM INC	COM	79466L302	1774	11907	SH	DEFINED
SANDISK CORP	COM	80004C101	646	15574	SH	DEFINED
SANOFI	RIGHT 12/31/2020	80105N113	90	37509	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	7672	499788	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-INDS	81369Y704	32495	872588	SH	DEFINED
SIRIUS XM RADIO INC	COM	82967N108	12053	5503874	SH	DEFINED
SOURCEFIRE INC	COM	83616T108	4307	144912	SH	DEFINED
STILLWATER MNG CO	COM	86074Q102	5882	267234	SH	DEFINED

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SYNAPTICS INC	COM	87157D109	19187	745408	SH	DEFINED
TENET HEALTHCARE CORP	COM	88033G100	3501	560990	SH	DEFINED
3M CO	COM	88579Y101	2582	27217	SH	DEFINED
TIME WARNER CABLE INC	COM	88732J207	243	3111	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	15010	291005	SH	DEFINED
VENTAS INC	COM	92276F100	540	10241	SH	DEFINED
VERA BRADLEY INC	COM	92335C106	2101	55000	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	83271	2236656	SH	DEFINED
VERTEX PHARMACEUTICALS INC	COM	92532F100	35464	682137	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	2893	56726	SH	DEFINED
VIRGIN MEDIA INC	COM	92769L101	797	26617	SH	DEFINED
VISA INC	COM CL A	92826C839	395452	4693238	SH	DEFINED
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	17345	649141	SH	DEFINED
WINDSTREAM CORP	COM	97381W104	2078	160336	SH	DEFINED
WINDSTREAM CORP	COM	97381W104	5851	451457	SH	SOLE
WISDOMTREE TRUST	INDIA ERNGS FD	97717W422	3795	158536	SH	DEFINED
XCEL ENERGY INC	COM	98389B100	2429	99971	SH	DEFINED
ZIMMER HLDGS INC	COM	98956P102	1299	20547	SH	DEFINED