

GENERAL ELECTRIC CO
Form DEFA14A
April 08, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

General Electric Company

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

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(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Brackett B. Denniston, III

Senior Vice President and

General Counsel

GE

3135 Easton Turnpike

Fairfield, CT 06828

USA

****** IMPORTANT ******

Dear General Electric Shareowner:

Enclosed you will find additional proxy materials relating to the Annual Meeting scheduled to be held on April 28, 2010.

General Electric believes it is important that its shareowners have a voice in determining the outcome of the matters that will be considered at the Annual Meeting. Your Board recommends that you vote in favor of the election of each director as well as the ratification of our auditors. There are a number of shareowner proposals on the agenda as well, and your Board recommends you vote against all of the shareowner proposals for the reasons we state in the proxy statement.

Because we have not heard from you, we are sending you this reminder notice, and we urge you to vote your proxy immediately. As a shareowner, you have the ability to vote over the Internet or telephone, and we are asking you to do so now to save the company further expense. Instructions on how to vote over the phone or Internet are enclosed in this package.

If you sign and return the enclosed form without indicating a choice of for, against or abstain, your shares will be voted as recommended by your Board.

Please Vote Today

If you have questions or need help voting your shares, please call our proxy solicitation firm, Morrow & Co., LLC at 800-270-3670, between 8:00 a.m. and 6:00 p.m., Central time Monday through Friday.

Regards,

Brackett B. Denniston III
Senior Vice President,
General Counsel & Secretary

Please mark
your votes as
indicated in **X**
this example

RESTRICTED SCAN LINE AREA

The Board of Directors recommends a vote **FOR** all the nominees listed and **FOR** the ratification of KPMG.

The Board of Directors recommends a vote **AGAINST** shareowner proposals 1 through 6.

| A. Election of Directors | FOR | AGAINST | ABSTAIN |
|--------------------------|-----|---------|---------|
| 1. W. Geoffrey Beattie | .. | .. | .. |
| 2. James I. Cash, Jr. | .. | .. | .. |
| 3. William M. Castell | .. | .. | .. |
| 4. Ann M. Fudge | .. | .. | .. |
| 5. Susan Hockfield | .. | .. | .. |
| 6. Jeffrey R. Immelt | .. | .. | .. |
| 7. Andrea Jung | .. | .. | .. |
| 8. Alan G. (A.G.) Lafley | .. | .. | .. |
| B. Ratification of | .. | .. | .. |

KPMG

| | FOR | AGAINST | ABSTAIN |
|-------------------------|-----|---------|---------|
| 9. Robert W. Lane | .. | .. | .. |
| 10. Ralph S. Larsen | .. | .. | .. |
| 11. Rochelle B. Lazarus | .. | .. | .. |
| 12. James J. Mulva | .. | .. | .. |
| 13. Sam Nunn | .. | .. | .. |
| 14. Roger S. Penske | .. | .. | .. |
| 15. Robert J. Swieringa | .. | .. | .. |
| 16. Douglas A. | .. | .. | .. |

Warner III
C. Shareowner

| Proposals | FOR | AGAINST | ABSTAIN |
|--------------------------------|-----|---------|---------|
| 1. Cumulative Voting | .. | .. | .. |
| 2. Special Shareowner Meetings | .. | .. | .. |

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| | | | |
|--|----|----|----|
| 3. Independent Board Chairman | .. | .. | .. |
| 4. Pay Disparity | .. | .. | .. |
| 5. Key Board Committees | .. | .. | .. |
| 6. Advisory Vote on Executive Compensation | .. | .. | .. |

Mark Here for Address Change or Comments ..

SEE REVERSE

BAR

CODE

AREA

Signature Signature Date
(When signing as attorney, executor, administrator, trustee or guardian, give full title. If more than one trustee, all should sign.)

p DETACH PROXY FORM HERE IF YOU ARE NOT VOTING BY INTERNET OR TELEPHONE p

WE ENCOURAGE YOU TO TAKE ADVANTAGE OF INTERNET OR TELEPHONE VOTING;

BOTH ARE AVAILABLE 24 HOURS A DAY, 7 DAYS A WEEK.

Internet and telephone voting is available through 11:59 PM Eastern Time the day prior to annual meeting day.

INTERNET

www.proxyvoting.com/ge

Use the Internet to vote your proxy. Have your proxy card in hand when you access the web site.

OR

TELEPHONE

1-866-540-5760

Use any touch-tone telephone to vote your proxy.
Have your proxy card in hand when you call.

**IMPORTANT VOTING
INFORMATION**

Use the Internet or Call Toll-Free to vote:

GE's Proxy Statement is available at www.ge.com/proxy and the

Annual Report is available at www.ge.com/annualreport

Your Internet or telephone vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your Proxy Form.

Choose **MLinkSM** for fast, easy and secure 24/7 online access to your future proxy materials, investment plan statements, tax documents and more. Simply log on to **Investor ServiceDirect[®]** at www.bnymellon.com/shareowner/isd where step-by-step instructions will prompt you through enrollment.

XXXXX

**General Electric Company
Proxy Form**

Proxy solicited on behalf of the General Electric Company Board of Directors for the 2010 Annual Meeting of Shareowners, April 28, 2010.

The shareowner(s) whose signature(s) appear(s) on the reverse side of this Proxy Form hereby appoint(s) Jeffrey R. Immelt and Brackett B. Denniston III, or either of them, each with full power of substitution, as proxies, to vote all stock in General Electric Company which the shareowner(s) would be entitled to vote on all matters which may properly come before the 2010 Annual Meeting of Shareowners and any adjournments or postponements thereof. The proxies shall vote subject to the directions indicated on the reverse side of this card, and proxies are authorized to vote in their discretion upon other business as may properly come before the meeting and any adjournments or postponements thereof. **The proxies will vote as the Board of Directors recommends where a choice is not specified.**

The nominees for Director are: (01) W. Geoffrey Beattie; (02) James I. Cash, Jr.; (03) William M. Castell; (04) Ann M. Fudge; (05) Susan Hockfield; (06) Jeffrey R. Immelt; (07) Andrea Jung; (08) Alan G. (A.G.) Lafley; (09) Robert W. Lane; (10) Ralph S. Larsen; (11) Rochelle B. Lazarus; (12) James J. Mulva; (13) Sam Nunn; (14) Roger S. Penske; (15) Robert J. Swieringa; and (16) Douglas A. Warner III.

SPECIAL INSTRUCTIONS FOR PARTICIPANTS IN THE GE SAVINGS AND SECURITY PROGRAM (S&SP)

In accordance with the terms of the GE Savings and Security Program (S&SP), any shares allocable to the participant's S&SP account on the record date will be voted by the trustee of the S&SP trust in accordance with the instructions of the participant received via telephone or the Internet or indicated on the reverse. **IF THIS FORM IS RECEIVED ON OR BEFORE APRIL 26, 2010, BUT A CHOICE IS NOT SPECIFIED, THE TRUSTEE WILL VOTE SHARES ALLOCABLE TO THE PARTICIPANT'S S&SP ACCOUNT AS THE BOARD OF DIRECTORS RECOMMENDS. IF THIS FORM IS NOT RECEIVED ON OR BEFORE APRIL 26, 2010, AND NO VOTE WAS SUBMITTED VIA TELEPHONE OR THE INTERNET BY THAT DATE, SHARES ALLOCABLE TO THE PARTICIPANT'S S&SP ACCOUNT WILL NOT BE VOTED.** Participants in GE's Savings and Security Program may revoke a previously delivered proxy by delivering a subsequent proxy or by notifying the inspectors of election in writing of such revocation on or before April 26, 2010.

(Continued and to be marked, dated and signed, on the other side)

Address Change/Comments

BNY MELLON

SHAREOWNER
SERVICES
P.O. BOX 3536

SOUTH
HACKENSACK,

(Mark the corresponding box on the reverse side)

NJ 07606-9236

p FOLD AND DETACH HERE p

GE Annual Meeting Advance Registration Form

Dear Shareowner:

Attendance at the GE Annual Meeting is limited to GE Shareowners, members of their immediate families or their named representatives. We reserve the right to limit the number of guests or representatives who may attend.

You are invited to attend the 2010 GE Annual Meeting to be held on Wednesday, April 28, 2010, 10:00 a.m. at the George R. Brown Convention Center, 1001 Avenida de las Americas, Houston, TX 77010.

ADVANCE REGISTRATION INFORMATION

Whether or not you plan to attend the meeting, you can be sure that your shares are represented at the meeting by promptly voting your shares by Internet, telephone or mail as described on the other side of this form.

Name _____

Address _____

All persons attending the meeting must present an admission card and appropriate picture identification. Please follow the advance registration instructions below and an admission card will be sent to you.

_____ Zip _____

ADVANCE REGISTRATION INSTRUCTIONS

Name(s) of family member(s) who will also attend:

If you are voting by Internet, you will be able to pre-register at the same time you record your vote. There is no need to return your Proxy Form.

I am a GE shareowner. Name, address and telephone number of my Representative at the Annual Meeting:

If you are voting by telephone, please complete the information to the right and tear off the top of this Advance Registration Form and mail it separately to: GE Shareowner Services, 1 River Rd, Building 5 7W, Schenectady, NY 12345. There is no need to return the Proxy Form.

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If you are voting by mail, please complete the information to the right and include this portion when mailing your marked, signed and dated Proxy Form in the envelope provided.

(Admission card will be returned c/o the shareowner)

XXXXX