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GENERAL ELECTRIC CO  
Form 13F-HR/A  
November 17, 2010

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2010

Check here if Amendment [X]; Amendment Number: 1

This Amendment (Check only one.): [X] 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	November 17, 2010
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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: 418

Form 13F Information Table Value Total: \$22,870,990  
(thousands)

List of Other Included Managers:

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

FROM 13F INFORMATION TABLE

COLUMN 1 ----- NAME OF ISSUER	COLUMN 2 ----- TITLE OF CLASS	COLUMN 3 ----- CUSIP	COLUMN 4 ----- VALUE (x\$1000)	COLUMN 5 ----- SHRS OR SH/ PUT/ PRN AMT PRN CALL		COLUMN 6 ----- INVESTMENT DISCRET
TELVENT GIT SA	SHS	E90215109	7161	316579	SH	DEFINED
ALTERRA CAPITAL HOLDINGS LIM	COM	G0229R108	18809	944225	SH	DEFINED
AXIS CAPITAL HOLDINGS	SHS	G0692U109	2627	79747	SH	DEFINED
COOPER INDUSTRIES PLC	SHS	G24140108	43891	897020	SH	DEFINED
COVIDIEN PLC	SHS	G2554F105	237537	5910341	SH	DEFINED
GENPACT LIMITED	SHS	G3922B107	353667	19947364	SH	SOLE
HOLLYSYS AUTOMATION TECHNOLO	SHS	G45667105	4156	371377	SH	DEFINED
INVESCO LTD	SHS	G491BT108	65419	3081425	SH	DEFINED
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	26729	1526497	SH	DEFINED
NABORS INDUSTRIES LTD	SHS	G6359F103	3353	185662	SH	DEFINED
PARTNERRE LTD	COM	G6852T105	44335	552943	SH	DEFINED
UTI WORLDWIDE INC	ORD	G87210103	6007	373581	SH	DEFINED
XL GROUP PLC	SHS	G98290102	1035	47807	SH	DEFINED
ACE LTD	SHS	H0023R105	103003	1768293	SH	DEFINED
WEATHERFORD INTERNATIONAL LT	REG	H27013103	47837	2797479	SH	DEFINED
FOSTER WHEELER AG	COM	H27178104	1243	50809	SH	DEFINED
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	12732	376790	SH	DEFINED
TYCO INTERNATIONAL LTD	SHS	H89128104	1291	35145	SH	DEFINED
MILLICOM INTL CELLULAR S A	SHS NEW	L6388F110	23535	245282	SH	DEFINED
AFLAC INC	COM	001055102	118353	2288780	SH	DEFINED
AMN HEALTHCARE SERVICES INC	COM	001744101	469	91287	SH	SOLE
ABBOTT LABS	COM	002824100	40037	766409	SH	DEFINED
AFFILIATED MANAGERS GROUP	COM	008252108	27876	357345	SH	DEFINED
AIR PRODS & CHEMS INC	COM	009158106	840	10146	SH	DEFINED
ALBERTO CULVER CO NEW	COM	013078100	16445	436798	SH	DEFINED
ALEXION PHARMACEUTICALS INC	COM	015351109	22603	351200	SH	DEFINED
ALLEGHANY CORP DEL	COM	017175100	11826	39027	SH	DEFINED
ALLEGHENY ENERGY INC	COM	017361106	278	11328	SH	DEFINED
ALLERGAN INC	COM	018490102	1560	23443	SH	DEFINED
ALLIANCE HEALTHCARE SRVCS IN	COM NEW	018606202	5130	1120160	SH	SOLE
ALLIANT TECHSYSTEMS INC	COM	018804104	38846	515193	SH	DEFINED

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ALLSTATE CORP	COM	020002101	663	21025	SH	DEFINED
ALTERA CORP	COM	021441100	541	17929	SH	DEFINED
AMAZON COM INC	COM	023135106	17159	109251	SH	DEFINED
AMERICAN APPAREL INC	COM	023850100	982	798641	SH	DEFINED
AMERICAN DAIRY INC	COM	025334103	13002	1244252	SH	DEFINED
AMERICAN ELEC PWR INC	COM	025537101	8767	241977	SH	DEFINED
AMERICAN EXPRESS CO	COM	025816109	10580	251721	SH	DEFINED
AMERICAN TOWER CORP	CL A	029912201	299980	5852125	SH	DEFINED
AMERICAN WTR WKS CO INC NEW	COM	030420103	2014	86552	SH	DEFINED
AMGEN INC	COM	031162100	504311	9150997	SH	DEFINED
AMYLIN PHARMACEUTICALS INC	COM	032346108	461	22101	SH	DEFINED
ANCESTRY COM INC	COM	032803108	4221	185450	SH	DEFINED
ANCESTRY COM INC	COM	032803108	293	12853	SH	SOLE
APACHE CORP	COM	037411105	124037	1268790	SH	DEFINED
APPLE INC	COM	037833100	428036	1508497	SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	039483102	116238	3641547	SH	DEFINED
ARCSIGHT INC	COM	039666102	16772	385131	SH	DEFINED
AUTOMATIC DATA PROCESSING IN	COM	053015103	10849	258128	SH	DEFINED
AVALONBAY CMNTYS INC	COM	053484101	753	7246	SH	DEFINED
AVEO PHARMACEUTICALS INC	COM	053588109	1879	168664	SH	SOLE
AVON PRODS INC	COM	054303102	55734	1735731	SH	DEFINED
BAIDU INC	SPON ADR REP A	056752108	408340	3979146	SH	DEFINED
BANK OF AMERICA CORPORATION	COM	060505104	303665	23175238	SH	DEFINED
BANK OF NEW YORK MELLON CORP	COM	064058100	77211	2954861	SH	DEFINED
BARRICK GOLD CORP	COM	067901108	33651	726971	SH	DEFINED
BAXTER INTL INC	COM	071813109	931	19504	SH	DEFINED
BECTON DICKINSON & CO	COM	075887109	27996	377810	SH	DEFINED
BED BATH & BEYOND INC	COM	075896100	210621	4851909	SH	DEFINED
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	9116	110254	SH	DEFINED
BLACKBOARD INC	COM	091935502	12115	336153	SH	DEFINED
BOEING CO	COM	097023105	6088	91491	SH	DEFINED
BOSTON PROPERTIES INC	COM	101121101	991	11927	SH	DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	753	122825	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	111828	4124974	SH	DEFINED
BUCYRUS INTL INC NEW	COM	118759109	5822	83955	SH	DEFINED
CMS ENERGY CORP	COM	125896100	540	29991	SH	DEFINED
CSX CORP	COM	126408103	13477	243620	SH	DEFINED
CVS CAREMARK CORPORATION	COM	126650100	10999	349492	SH	DEFINED
CALPINE CORP	COM NEW	131347304	14828	1191034	SH	DEFINED
CANADIAN NAT RES LTD	COM	136385101	1168	33746	SH	DEFINED
CARNIVAL CORP	PAIRED CTF	143658300	117761	3083956	SH	DEFINED
CATERPILLAR INC DEL	COM	149123101	7416	94255	SH	DEFINED
CELGENE CORP	COM	151020104	1322	22946	SH	DEFINED
CEMEX SAB DE CV	SPON ADR NEW	151290889	88	10400	SH	DEFINED
CHESAPEAKE ENERGY CORP	COM	165167107	2936	129614	SH	DEFINED
CHEVRON CORP NEW	COM	166764100	155924	1923795	SH	DEFINED
CHUBB CORP	COM	171232101	1450	25445	SH	DEFINED
CITIGROUP INC	COM	172967101	17766	4543680	SH	DEFINED
CITRIX SYS INC	COM	177376100	26332	385880	SH	DEFINED
CLOROX CO DEL	COM	189054109	124210	1860542	SH	DEFINED
COACH INC	COM	189754104	23355	543636	SH	DEFINED
COCA COLA CO	COM	191216100	6598	112755	SH	DEFINED
COCA COLA ENTERPRISES INC	COM	191219104	26716	861795	SH	DEFINED
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	7794	120891	SH	DEFINED
CORNING INC	COM	219350105	76583	4189421	SH	DEFINED
COVANCE INC	COM	222816100	17972	384104	SH	DEFINED
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	14444	339372	SH	DEFINED
CREE INC	COM	225447101	1629	30000	SH	DEFINED
CUMMINS INC	COM	231021106	103170	1138992	SH	DEFINED
CUMULUS MEDIA INC	CL A	231082108	748	266109	SH	SOLE
DANAHER CORP DEL	COM	235851102	2894	71253	SH	DEFINED
DARDEN RESTAURANTS INC	COM	237194105	557	13031	SH	DEFINED

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DEERE & CO	COM	244199105	80407	1152292	SH	DEFINED
DENBURY RES INC	COM NEW	247916208	2480	156045	SH	DEFINED
DENTSPLY INTL INC NEW	COM	249030107	1918	60000	SH	DEFINED
DISNEY WALT CO	COM DISNEY	254687106	64755	1956344	SH	DEFINED
DOLLAR GEN CORP NEW	COM	256677105	15959	545608	SH	DEFINED
DOVER CORP	COM	260003108	127466	2441408	SH	DEFINED
DOW CHEM CO	COM	260543103	2779	101207	SH	DEFINED
DRESSER-RAND GROUP INC	COM	261608103	17818	482997	SH	DEFINED
DU PONT E I DE NEMOURS & CO	COM	263534109	2961	66363	SH	DEFINED
E M C CORP MASS	COM	268648102	1130	55628	SH	DEFINED
EATON CORP	COM	278058102	29287	355039	SH	DEFINED
EBAY INC	COM	278642103	80075	3281768	SH	DEFINED
ECOLAB INC	COM	278865100	9517	187560	SH	DEFINED
EDISON INTL	COM	281020107	27303	793937	SH	DEFINED
EMCORE CORP	COM	290846104	184	230020	SH	SOLE
EMERSON ELEC CO	COM	291011104	6527	123938	SH	DEFINED
ENCANA CORP	COM	292505104	668	22086	SH	DEFINED
EXPRESS SCRIPTS INC	COM	302182100	277502	5698203	SH	DEFINED
FIRST SOLAR INC	COM	336433107	474	3215	SH	DEFINED
FIRSTENERGY CORP	COM	337932107	724	18797	SH	DEFINED
FORD MTR CO DEL	COM PAR \$0.01	345370860	1133	92561	SH	DEFINED
FRANKLIN RES INC	COM	354613101	3345	31293	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	1651	26287	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	1527105	93975688	SH	DEFINED
GENUINE PARTS CO	COM	372460105	2539	56934	SH	DEFINED
GENZYME CORP	COM	372917104	2821	39855	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	255942	7187358	SH	DEFINED
HCC INS HLDGS INC	COM	404132102	32341	1239609	SH	DEFINED
HALLIBURTON CO	COM	406216101	17781	537679	SH	DEFINED
HARMONY GOLD MNG LTD	SPONSORED ADR	413216300	2521	223292	SH	DEFINED
HARSCO CORP	COM	415864107	24433	994002	SH	DEFINED
HARTFORD FINL SVCS GROUP INC	COM	416515104	677	29489	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	53469	1270957	SH	DEFINED
HEXCEL CORP NEW	COM	428291108	39759	2234897	SH	DEFINED
HOME DEPOT INC	COM	437076102	11079	349714	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	190062	4325479	SH	DEFINED
HOSPIRA INC	COM	441060100	56070	983507	SH	DEFINED
HUDSON VALLEY HOLDING CORP	COM	444172100	2296	117602	SH	DEFINED
HUMAN GENOME SCIENCES INC	COM	444903108	16812	564352	SH	DEFINED
ITT CORP NEW	COM	450911102	14459	308749	SH	DEFINED
IHS INC	CL A	451734107	26876	395233	SH	DEFINED
ILLUMINA INC	COM	452327109	30264	615112	SH	DEFINED
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	16996	252500	SH	DEFINED
INTEL CORP	COM	458140100	226160	11779144	SH	DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	266464	1986464	SH	DEFINED
INTERNATIONAL GAME TECHNOLOG	COM	459902102	597	41284	SH	DEFINED
INTL PAPER CO	COM	460146103	383	17632	SH	DEFINED
INTUIT	COM	461202103	93604	2136591	SH	DEFINED
IRON MTN INC	COM	462846106	128307	5743360	SH	DEFINED
ISHARES INC	MSCI EMU INDEX	464286608	2128	61463	SH	DEFINED
ISHARES TR	MSCI EMERG MKT	464287234	1114	24891	SH	DEFINED
ISHARES TR	MSCI EAFE IDX	464287465	11286	205508	SH	DEFINED
ISIS PHARMACEUTICALS INC	COM	464330109	1980	235755	SH	DEFINED
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	4529	187285	SH	DEFINED
ITC HLDGS CORP	COM	465685105	72817	1169751	SH	DEFINED
ITRON INC	COM	465741106	612	10000	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	162786	2627275	SH	DEFINED
KLA-TENCOR CORP	COM	482480100	48928	1388811	SH	DEFINED
KELLOGG CO	COM	487836108	1673	33128	SH	DEFINED
KIMBERLY CLARK CORP	COM	494368103	5448	83746	SH	DEFINED
KIRBY CORP	COM	497266106	4270	106595	SH	DEFINED
KOHL'S CORP	COM	500255104	2898	55009	SH	DEFINED

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LIBERTY GLOBAL INC	COM SER C	530555309	212744	6961515	SH	DEFINED
LINCARE HLDGS INC	COM	532791100	56409	2249170	SH	DEFINED
LOWES COS INC	COM	548661107	319055	14313805	SH	DEFINED
M D C HLDGS INC	COM	552676108	33216	1144201	SH	DEFINED
MSC INDL DIRECT INC	CL A	553530106	16324	302066	SH	DEFINED
MARATHON OIL CORP	COM	565849106	70477	2129208	SH	DEFINED
MARRIOTT INTL INC NEW	CL A	571903202	6084	169804	SH	DEFINED
MASIMO CORP	COM	574795100	29880	1094116	SH	DEFINED
MCCORMICK & CO INC	COM NON VTG	579780206	35051	833764	SH	DEFINED
MCDERMOTT INTL INC	COM	580037109	9530	644762	SH	DEFINED
MCDONALDS CORP	COM	580135101	14057	188663	SH	DEFINED
MEAD JOHNSON NUTRITION CO	COM	582839106	17070	299953	SH	DEFINED
MECHEL OAO	SPONSORED ADR	583840103	32424	1302161	SH	DEFINED
MECHEL OAO	SPON ADR PFD	583840509	4449	540607	SH	DEFINED
MEDASSETS INC	COM	584045108	11881	564665	SH	DEFINED
MEDASSETS INC	COM	584045108	3006	142887	SH	SOLE
MEDTRONIC INC	COM	585055106	74276	2211904	SH	DEFINED
METTLER TOLEDO INTERNATIONAL	COM	592688105	20400	163931	SH	DEFINED
MICROSOFT CORP	COM	594918104	589362	24065405	SH	DEFINED
MICROCHIP TECHNOLOGY INC	COM	595017104	25649	815554	SH	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	516	71541	SH	DEFINED
MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	2531	85581	SH	DEFINED
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	158146	7449168	SH	DEFINED
MOLEX INC	CL A	608554200	17480	1000000	SH	DEFINED
MOLYCORP INC DEL	COM	608753109	5143	181788	SH	DEFINED
MORGAN STANLEY	COM NEW	617446448	37107	1503512	SH	DEFINED
MOTOROLA INC	COM	620076109	1564	183356	SH	DEFINED
NRG ENERGY INC	COM NEW	629377508	590	28337	SH	DEFINED
NATIONAL CINEMEDIA INC	COM	635309107	4190	234060	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	23731	533636	SH	DEFINED
NEWMONT MINING CORP	COM	651639106	2751	43796	SH	DEFINED
NIKE INC	CL B	654106103	2710	33820	SH	DEFINED
NORTHEAST UTILS	COM	664397106	70093	2370401	SH	DEFINED
NORTHROP GRUMMAN CORP	COM	666807102	1381	22778	SH	DEFINED
OCCIDENTAL PETE CORP DEL	COM	674599105	93784	1197755	SH	DEFINED
OMNICARE INC	COM	681904108	61106	2558862	SH	DEFINED
OMNICOM GROUP INC	COM	681919106	237924	6026446	SH	DEFINED
O REILLY AUTOMOTIVE INC	COM	686091109	50073	941213	SH	DEFINED
ORION ENERGY SYSTEMS INC	COM	686275108	4980	1570990	SH	SOLE
PICO HLDGS INC	COM NEW	693366205	5761	192920	SH	DEFINED
POSCO	SPONSORED ADR	693483109	598	5250	SH	DEFINED
PAN AMERICAN SILVER CORP	COM	697900108	431	14561	SH	DEFINED
PAYCHEX INC	COM	704326107	86485	3146051	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	33734	688315	SH	DEFINED
PENN NATL GAMING INC	COM	707569109	17783	600559	SH	DEFINED
PEOPLES UNITED FINANCIAL INC	COM	712704105	18787	1435187	SH	DEFINED
PEPSICO INC	COM	713448108	577310	8689197	SH	DEFINED
PERKINELMER INC	COM	714046109	1069	46208	SH	DEFINED
PETROHAWK ENERGY CORP	COM	716495106	21155	1310694	SH	DEFINED
PFIZER INC	COM	717081103	77534	4515686	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	61033	1089479	SH	DEFINED
PIONEER NAT RES CO	COM	723787107	14414	221644	SH	DEFINED
PORTLAND GEN ELEC CO	COM NEW	736508847	1476	72780	SH	SOLE
PRECISION CASTPARTS CORP	COM	740189105	13702	107597	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	187680	3129566	SH	DEFINED
PROLOGIS	SH BEN INT	743410102	387	32840	SH	DEFINED
PRUDENTIAL FINL INC	COM	744320102	142761	2634935	SH	DEFINED
PRUDENTIAL FINL INC	COM	744320102	134	2481	SH	SOLE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	1231	37226	SH	DEFINED
QUALCOMM INC	COM	747525103	531235	11770444	SH	DEFINED
RADNET INC	COM	750491102	500	208333	SH	SOLE
RAYONIER INC	COM	754907103	5090	101555	SH	DEFINED

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REGAL ENTMT GROUP	CL A	758766109	15071	1148697	SH	DEFINED
RESEARCH IN MOTION LTD	COM	760975102	107029	2198165	SH	DEFINED
RESMED INC	COM	761152107	79388	2419632	SH	DEFINED
RITCHIE BROS AUCTIONEERS	COM	767744105	1911	92000	SH	DEFINED
ROCKWELL COLLINS INC	COM	774341101	53745	922659	SH	DEFINED
ROVI CORP	COM	779376102	61137	1212802	SH	DEFINED
ROWAN COS INC	COM	779382100	2472	81417	SH	DEFINED
ST JUDE MED INC	COM	790849103	2527	64240	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	471799	7657825	SH	DEFINED
SCHWAB CHARLES CORP NEW	COM	808513105	1831	131750	SH	DEFINED
SCHWEITZER-MAUDUIT INTL INC	COM	808541106	1055	18093	SH	DEFINED
SEMPRA ENERGY	COM	816851109	876	16291	SH	DEFINED
SIEMENS A G	SPONSORED ADR	826197501	854	8100	SH	DEFINED
SIMON PPTY GROUP INC NEW	COM	828806109	1960	21136	SH	DEFINED
SMUCKER J M CO	COM NEW	832696405	3660	60469	SH	DEFINED
SOCIEDAD QUIMICA MINERA DE C	SPON ADR SER B	833635105	107235	2222944	SH	DEFINED
SOUTHERN CO	COM	842587107	5691	152807	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	84507	2527113	SH	DEFINED
SPECTRA ENERGY CORP	COM	847560109	23784	1054740	SH	DEFINED
SPRINT NEXTEL CORP	COM SER 1	852061100	1448	312799	SH	DEFINED
STAPLES INC	COM	855030102	1515	72431	SH	DEFINED
STARBUCKS CORP	COM	855244109	1124	43976	SH	DEFINED
STATE STR CORP	COM	857477103	344245	9140854	SH	DEFINED
STEEL DYNAMICS INC	COM	858119100	11985	849387	SH	DEFINED
STERICYCLE INC	COM	858912108	17050	245400	SH	DEFINED
STERLITE INDS INDIA LTD	ADS	859737207	2256	150600	SH	DEFINED
SUCCESSFACTORS INC	COM	864596101	10305	410401	SH	DEFINED
SUNCOR ENERGY INC NEW	COM	867224107	178819	5493661	SH	DEFINED
SUNTRUST BKS INC	COM	867914103	9575	370684	SH	DEFINED
SUPERMEDIA INC	COM	868447103	4857	459495	SH	SOLE
SYCAMORE NETWORKS INC	COM NEW	871206405	414	12775	SH	DEFINED
SYSCO CORP	COM	871829107	1732	60735	SH	DEFINED
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	104148	10271036	SH	DEFINED
TELEFONICA S A	SPONSORED ADR	879382208	3612	48710	SH	DEFINED
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	1066	20215	SH	DEFINED
TEXAS INSTRS INC	COM	882508104	104123	3836503	SH	DEFINED
TEXTRON INC	COM	883203101	622	30248	SH	DEFINED
THERMO FISHER SCIENTIFIC INC	COM	883556102	112781	2355487	SH	DEFINED
THRESHOLD PHARMACEUTICAL INC	COM NEW	885807206	17	13304	SH	DEFINED
TIME WARNER INC	COM NEW	887317303	187196	6107527	SH	DEFINED
US BANCORP DEL	COM NEW	902973304	21244	982616	SH	DEFINED
UNION PAC CORP	COM	907818108	166926	2040657	SH	DEFINED
UNITED PARCEL SERVICE INC	CL B	911312106	7137	107022	SH	DEFINED
UNITED STATES STL CORP NEW	COM	912909108	2072	47270	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	95506	1340812	SH	DEFINED
URBAN OUTFITTERS INC	COM	917047102	14351	456450	SH	DEFINED
VCA ANTECH INC	COM	918194101	30857	1463124	SH	DEFINED
VANGUARD BD INDEX FD INC	SHORT TRM BOND	921937827	327	4000	SH	DEFINED
VIRTUALSCOPICS INC	COM	928269109	1176	1218467	SH	SOLE
VORNADO RLTY TR	SH BEN INT	929042109	1108	12954	SH	DEFINED
WAL MART STORES INC	COM	931142103	14165	264665	SH	DEFINED
WALGREEN CO	COM	931422109	2440	72836	SH	DEFINED
WELLS FARGO & CO NEW	COM	949746101	144142	5739283	SH	DEFINED
WESTERN DIGITAL CORP	COM	958102105	410	14432	SH	DEFINED
WESTERN UN CO	COM	959802109	385162	2179518	SH	DEFINED
WEYERHAEUSER CO	COM	962166104	557	35372	SH	DEFINED
WILLIAMS COS INC DEL	COM	969457100	1113	58220	SH	DEFINED
WISCONSIN ENERGY CORP	COM	976657106	875	15130	SH	DEFINED
YAHOO INC	COM	984332106	2958	208750	SH	DEFINED
YUM BRANDS INC	COM	988498101	19084	414331	SH	DEFINED
ZIONS BANCORPORATION	COM	989701107	4713	220662	SH	DEFINED
NEWS CORP	CL A	65248E104	72360	5540600	SH	DEFINED

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VALE S A	ADR	91912E105	8808	281665	SH	DEFINED
TARGET CORP	COM	87612E106	144105	2696576	SH	DEFINED
NAVISTAR INTL CORP NEW	COM	63934E108	26712	612093	SH	DEFINED
FORTINET INC	COM	34959E109	3785	151404	SH	DEFINED
TRAVELERS COMPANIES INC	COM	89417E109	4995	95869	SH	DEFINED
GRUPO AEROPORTUARIO DEL SURE	SPON ADR SER B	40051E202	316	6662	SH	DEFINED
VALE S A	ADR REPSTG PFD	91912E204	126076	4543279	SH	DEFINED
A D A M INC	COM	00088U108	332	52293	SH	SOLE
AES CORP	COM	00130H105	710	62514	SH	DEFINED
AT&T INC	COM	00206R102	108406	3790409	SH	DEFINED
ACHILLION PHARMACEUTICALS IN	COM	00448Q201	248	82050	SH	SOLE
ACTIVISION BLIZZARD INC	COM	00507V109	27912	2579685	SH	DEFINED
ADOBE SYS INC	COM	00724F101	606	23157	SH	DEFINED
AETNA INC NEW	COM	00817Y108	3933	124426	SH	DEFINED
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	212352	4571625	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	2967	123534	SH	DEFINED
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	119609	2242817	SH	DEFINED
AMERICAN PUBLIC EDUCATION IN	COM	02913V103	4982	151600	SH	DEFINED
AMERIPRISE FINL INC	COM	03076C106	84919	1794181	SH	DEFINED
A123 SYS INC	COM	03739T108	74209	8273021	SH	SOLE
BABCOCK & WILCOX CO NEW	COM	05615F102	5629	264519	SH	DEFINED
BANCO SANTANDER BRASIL S A	ADS REP 1 UNIT	05967A107	13581	986270	SH	DEFINED
CB RICHARD ELLIS GROUP INC	CL A	12497T101	145630	7966606	SH	DEFINED
CBOE HLDGS INC	COM	12503M108	12513	619444	SH	DEFINED
CME GROUP INC	COM	12572Q105	333212	1279371	SH	DEFINED
CAPITAL ONE FINL CORP	COM	14040H105	54640	1381547	SH	DEFINED
CARDINAL HEALTH INC	COM	14149Y108	34819	1053851	SH	DEFINED
CATALYST HEALTH SOLUTIONS IN	COM	14888B103	21089	599115	SH	DEFINED
CHINA SEC & SURVE TECH INC	COM	16942J105	25346	4558691	SH	DEFINED
CISCO SYS INC	COM	17275R102	413029	18859777	SH	DEFINED
CLIFFS NATURAL RESOURCES INC	COM	18683K101	3591	56181	SH	DEFINED
COMCAST CORP NEW	CL A SPL	20030N200	55839	3282727	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	22688	395057	SH	DEFINED
CORRECTIONS CORP AMER NEW	COM NEW	22025Y407	82741	3352564	SH	DEFINED
COSTCO WHSL CORP NEW	COM	22160K105	825	12799	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	68537	1058651	SH	DEFINED
DIAGEO P L C	SPON ADR NEW	25243Q205	4074	59034	SH	DEFINED
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	6642	152521	SH	DEFINED
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	15340	401665	SH	DEFINED
DIRECTV	COM CL A	25490A101	285758	6864231	SH	DEFINED
DOMINION RES INC VA NEW	COM	25746U109	82808	1896664	SH	DEFINED
DORAL FINL CORP	COM NEW	25811P886	3176	1913545	SH	DEFINED
DOUGLAS EMMETT INC	COM	25960P109	13008	742912	SH	DEFINED
DOUGLAS EMMETT INC	COM	25960P109	1515	86506	SH	SOLE
DOUGLAS DYNAMICS INC	COM	25960R105	18145	1469254	SH	DEFINED
DUKE ENERGY CORP NEW	COM	26441C105	1054	59512	SH	DEFINED
EQT CORP	COM	26884L109	13185	365639	SH	DEFINED
EL PASO CORP	COM	28336L109	63210	5105799	SH	DEFINED
ENTERGY CORP NEW	COM	29364G103	54927	717719	SH	DEFINED
EQUINIX INC	COM NEW	29444U502	28766	281058	SH	DEFINED
EQUITY RESIDENTIAL	SH BEN INT	29476L107	1084	22789	SH	DEFINED
EXELON CORP	COM	30161N101	3144	73835	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	314463	5089215	SH	DEFINED
FEDEX CORP	COM	31428X106	2279	26652	SH	DEFINED
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	59863	701051	SH	DEFINED
GEN-PROBE INC NEW	COM	36866T103	12509	258127	SH	DEFINED
GENWORTH FINL INC	COM CL A	37247D106	392	32104	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	389726	2695572	SH	DEFINED
GOOGLE INC	CL A	38259P508	118468	225315	SH	DEFINED
GREEN DOT CORP	CL A	39304D102	296	6111	SH	DEFINED
GRUPO TELEVISIA SA DE CV	SP ADR REP ORD	40049J206	22019	1163788	SH	DEFINED
HCP INC	COM	40414L109	228	6349	SH	DEFINED

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HEALTH CARE REIT INC	COM	42217K106	1199	25328	SH	DEFINED
HESS CORP	COM	42809H107	7033	118961	SH	DEFINED
HISOFT TECHNOLOGY INTL LTD	SPONSORED ADR	43358R108	38065	1547987	SH	SOLE
HITTITE MICROWAVE CORP	COM	43365Y104	26975	566100	SH	DEFINED
HOST HOTELS & RESORTS INC	COM	44107P104	524	36193	SH	DEFINED
ICF INTL INC	COM	44925C103	446	17795	SH	SOLE
ICICI BK LTD	ADR	45104G104	5448	109285	SH	DEFINED
INCYTE CORP	COM	45337C102	14928	933557	SH	DEFINED
INFINERA CORPORATION	COM	45667G103	4963	425273	SH	DEFINED
INSULET CORP	COM	45784P101	3454	244262	SH	DEFINED
INTREPID POTASH INC	COM	46121Y102	17933	687862	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	328179	8622682	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	22065	727033	SH	DEFINED
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	8163	190415	SH	DEFINED
KIMCO REALTY CORP	COM	49446R109	429	27269	SH	DEFINED
KRAFT FOODS INC	CL A	50075N104	214039	6935795	SH	DEFINED
LIFE TECHNOLOGIES CORP	COM	53217V109	65050	1393225	SH	DEFINED
MSCI INC	CL A	55354G100	15164	456622	SH	DEFINED
MACYS INC	COM	55616P104	26830	1162486	SH	DEFINED
MASTERCARD INC	CL A	57636Q104	5403	24120	SH	DEFINED
MCKESSON CORP	COM	58155Q103	4813	77911	SH	DEFINED
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	1145	21986	SH	DEFINED
MERCADOLIBRE INC	COM	58733R102	24490	339296	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	12468	338725	SH	DEFINED
METLIFE INC	COM	59156R108	55238	1436623	SH	DEFINED
MOLSON COORS BREWING CO	CL B	60871R209	22338	473067	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	220693	4604493	SH	DEFINED
MOSAIC CO	COM	61945A107	4255	72408	SH	DEFINED
NII HLDGS INC	CL B NEW	62913F201	217306	5287240	SH	DEFINED
NEWCASTLE INVT CORP	COM	65105M108	2325	750000	SH	DEFINED
NEXTERA ENERGY INC	COM	65339F101	73629	1353731	SH	DEFINED
NOVARTIS A G	SPONSORED ADR	66987V109	13393	232240	SH	DEFINED
NVIDIA CORP	COM	67066G104	810	69340	SH	DEFINED
ORACLE CORP	COM	68389X105	117609	4380232	SH	DEFINED
ORBCOMM INC	COM	68555P100	2936	1293218	SH	SOLE
PG&E CORP	COM	69331C108	7918	174338	SH	DEFINED
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	213995	6520254	SH	DEFINED
POTASH CORP SASK INC	COM	73755L107	85060	590533	SH	DEFINED
POWERSHARES INDIA ETF TR	INDIA PORT	73935L100	16503	653320	SH	DEFINED
PRAXAIR INC	COM	74005P104	197093	2183613	SH	DEFINED
PRICE T ROWE GROUP INC	COM	74144T108	1018	20329	SH	DEFINED
PRINCIPAL FINL GROUP INC	COM	74251V102	54691	2110011	SH	DEFINED
PUBLIC STORAGE	COM	74460D109	2625	27054	SH	DEFINED
RSC HOLDINGS INC	COM	74972L102	4651	623515	SH	SOLE
RANGE RES CORP	COM	75281A109	13497	353972	SH	DEFINED
REGIONS FINANCIAL CORP NEW	COM	7591EP100	41384	5692501	SH	DEFINED
SBA COMMUNICATIONS CORP	COM	78388J106	511	12681	SH	DEFINED
SL GREEN RLTY CORP	COM	78440X101	9826	155150	SH	DEFINED
SPDR S&P 500 ETF TR	TR UNIT	78462F103	11249	98561	SH	DEFINED
SPDR INDEX SHS FDS	S&P CHINA ETF	78463X400	227	2977	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	6331	441350	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-INDS	81369Y704	26638	851612	SH	DEFINED
SIRIUS XM RADIO INC	COM	82967N108	2400	2000000	SH	DEFINED
SOLARWINDS INC	COM	83416B109	2416	140000	SH	DEFINED
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	388	7391	SH	DEFINED
SYNAPTICS INC	COM	87157D109	24621	874951	SH	DEFINED
SYNIVERSE HLDGS INC	COM	87163F106	14955	659697	SH	DEFINED
3M CO	COM	88579Y101	13287	153238	SH	DEFINED
TIME WARNER CABLE INC	COM	88732J207	3183	58964	SH	DEFINED
TOWN SPORTS INTL HLDGS INC	COM	89214A102	29	10654	SH	SOLE
UNITEDHEALTH GROUP INC	COM	91324P102	10379	295622	SH	DEFINED
UNUM GROUP	COM	91529Y106	8120	366570	SH	DEFINED

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VALUEVISION MEDIA INC	CL A	92047K107	12130	6452194	SH	SOLE
VENTAS INC	COM	92276F100	562	10907	SH	DEFINED
VERIZON COMMUNICATIONS INC	COM	92343V104	58417	1792479	SH	DEFINED
VERTEX PHARMACEUTICALS INC	COM	92532F100	19577	566286	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	3111	85958	SH	DEFINED
VIMPELCOM LTD	SPONSORED ADR	92719A106	319	21467	SH	DEFINED
VISA INC	COM CL A	92826C839	335125	4512861	SH	DEFINED
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	14568	587182	SH	DEFINED
WIMM BILL DANN FOODS OJSC	SPONSORED ADR	97263M109	533	23566	SH	DEFINED
WINDSTREAM CORP	COM	97381W104	1032	83987	SH	DEFINED
WINDSTREAM CORP	COM	97381W104	5548	451457	SH	SOLE
WISDOMTREE TRUST	INDIA ERNGS FD	97717W422	15424	584900	SH	DEFINED
XCEL ENERGY INC	COM	98389B100	3277	142662	SH	DEFINED
ZIMMER HLDGS INC	COM	98956P102	1191	22758	SH	DEFINED
ZIPREALTY INC	COM	98974V107	81	27977	SH	SOLE