DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-4561

October 7, 2010

Ronald O. Mueller
Gibson, Dunn & Crutcher LLP
1050 Connecticut Avenue, N.W.
Washington, DC 20036-5306

Re: General Electric Company
Incoming letter dated September 15, 2010

Dear Mr. Mueller:

This is in response to your letter dated September 15, 2010 concerning the shareholder proposal submitted to GE by Barbara S. Schwartz. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all of the correspondence also will be provided to the proponent.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

Gregory S. Belliston
Special Counsel

Enclosures

cc: Barbara S. Schwartz
*** FISMA & OMB Memorandum M-07-16 ***
*** FISMA & OMB Memorandum M-07-16 ***

October 7, 2010

**Response of the Office of Chief Counsel**
**Division of Corporation Finance**

Re: General Electric Company
Incoming letter dated September 15, 2010

The proposal relates to the buyback of stock.

There appears to be some basis for your view that GE may exclude the proposal under rule 14a-8(f). We note that the proponent appears to have failed to supply, within 14 days of receipt of GE's request, documentary support sufficiently evidencing that she satisfied the minimum ownership requirement for the one-year period as of the date that she submitted the proposal as required by rule 14a-8(b). Accordingly, we will not recommend enforcement action to the Commission if GE omits the proposal from its proxy materials in reliance on rules 14a-8(b) and 14a-8(f).

Sincerely,

Mark F. Vilardo
Special Counsel

## DIVISION OF CORPORATION FINANCE
## INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the Company in support of its intention to exclude the proposals from the Company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes administered by the Commission, including argument as to whether or not activities proposed to be taken would be violative of the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversary procedure.

It is important to note that the staff's and Commission's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly a discretionary determination not to recommend or take Commission enforcement action, does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the management omit the proposal from the company's proxy material.

GIBSON DUNN

Gibson, Dunn & Crutcher LLP
1050 Connecticut Avenue, N.W.
Washington, DC 20036-5306
Tel 202.955.8500
www.gibsondunn.com

Ronald O. Mueller
Direct: 202.955.8671
Fax: 202.530.9569
RMueller@gibsondunn.com

Client: C 32016-00092

September 15, 2010

***VIA E-MAIL***
Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: *General Electric Company*
*Shareowner Proposal of Barbara S. Schwartz*
*Exchange Act of 1934—Rule 14a-8*

Dear Ladies and Gentlemen:

This letter is to inform you that our client, General Electric Company (the "Company"), intends to omit from its proxy statement and form of proxy for its 2011 Annual Meeting of Shareowners (collectively, the "2011 Proxy Materials") a shareowner proposal (the "Proposal") and statements in support thereof received from Barbara S. Schwartz (the "Proponent").

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Securities and Exchange Commission (the "Commission") no later than eighty (80) calendar days before the Company intends to file its definitive 2011 Proxy Materials with the Commission; and
- concurrently sent copies of this correspondence to the Proponent.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) ("SLB 14D") provide that shareowner proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the staff of the Division of Corporation Finance (the "Staff"). Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to this Proposal, a copy of that correspondence should concurrently be furnished to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

## BASIS FOR EXCLUSION

We hereby respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2011 Proxy Materials pursuant to Rule 14a-8(b) and

Rule 14a-8(f)(1) because the Proponent failed to timely provide the requisite proof of continuous stock ownership in response to the Company's proper request for that information. A copy of the Proposal, which requests that the Company's Board of Directors establish a procedure with respect to certain buybacks of the Company's common stock, is attached hereto as Exhibit A. The Company also believes that the Proposal may be excluded on substantive grounds, but we have refrained from raising such objections at this time. We respectfully reserve the right to raise such objections should the relief requested herein not be granted by the Staff.

## ANALYSIS

**The Proposal May Be Excluded Under Rule 14a-8(b) And Rule 14a-8(f)(1) Because The Proponent Failed To Establish The Requisite Eligibility To Submit The Proposal And Failed To Timely Respond To The Deficiency Notice.**

*A. Background*

The Proponent submitted the Proposal to the Company in a letter postmarked June 22, 2010, which the Company received on June 25, 2010. *See* Exhibit A. The Company reviewed its stock records, which did not indicate that the Proponent was the record owner of any shares of Company securities. In addition, although the Proponent included with the Proposal some documentary evidence of her ownership of Company shares, she did not provide evidence sufficient to satisfy the requirements of Rule 14a-8(b). Specifically, the Proponent included a letter dated June 16, 2010 from Wells Fargo Advisors (the "Wells Fargo Letter"). The Wells Fargo Letter only showed that the Proponent held Company shares for at least one year as of June 16, 2010, the date of the Wells Fargo Letter. *See* Exhibit A.

Accordingly, the Company sought verification from the Proponent of her eligibility to submit the Proposal. Specifically, the Company sent via FedEx a letter on July 7, 2010, which was within 14 calendar days of the Company's receipt of the Proposal, notifying the Proponent of the requirements of Rule 14a-8 and how the Proponent could cure the procedural deficiency (the "Deficiency Notice"). A copy of the Deficiency Notice is attached hereto as Exhibit B. The Deficiency Notice informed the Proponent that the proof of ownership submitted with the Proposal "does not satisfy Rule 14a-8's ownership requirements as of the date that you submitted the Proposal to the Company." Moreover, the Deficiency Notice specifically explained to the Proponent why the proof of ownership was insufficient, how the Proponent could remedy the deficiency, and the timeframe in which the Proponent needed to provide the requested information. The Deficiency Notice stated that

the Proponent must submit sufficient proof of ownership of Company shares, and further stated:

> As explained in Rule 14a-8(b), sufficient proof may be in the form of:
>
> - a written statement from the "record" holder of your shares (usually a broker or a bank) verifying that, as of the date the Proposal was submitted, you continuously held the requisite number of Company shares for at least one year; or
>
> - if you have filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting your ownership of the requisite number of shares as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in your ownership level and a written statement that you continuously held the requisite number of Company shares for the one-year period.

FedEx records confirm delivery of the Deficiency Notice to the Proponent at 11:13 a.m. on July 8, 2010. *See* Exhibit C.

The Proponent responded in a letter postmarked August 24, 2010 (47 days after the Proponent received the Deficiency Notice), which the Company received on August 30, 2010 (53 days after the Proponent received the Deficiency Notice) (the "Proponent's Response"). The Proponent's Response included a letter from the Proponent's broker, Wells Fargo Advisors, dated August 5, 2010 (28 days after the Proponent received the Deficiency Notice). A copy of the Proponent's Response is attached hereto as Exhibit D.

*B. Analysis*

The Company may exclude the Proposal under Rule 14a-8(f)(1) because the Proponent has failed to substantiate her eligibility to submit the Proposal under Rule 14a-8(b). Rule 14a-8(b)(1) provides, in part, that "[i]n order to be eligible to submit a proposal, [a shareowner] must have continuously held at least $2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date [the shareowner] submit[s] the proposal." Staff Legal Bulletin No. 14 specifies that when the shareowner is not the registered holder, the shareowner "is responsible for proving his or her eligibility to submit a proposal to the company," which the shareowner may do by one of the two ways provided in Rule 14a-8(b)(2). *See* Section C.1.c, Staff Legal Bulletin No. 14 (July 13, 2001) ("SLB 14").

On numerous occasions the Staff has permitted the exclusion of a shareowner proposal based on a proponent's failure to provide satisfactory evidence of eligibility under Rule 14a-8(b) and Rule 14a-8(f)(1). *See Union Pacific Corp.* (avail. Jan. 29, 2010) (concurring with the exclusion of a shareowner proposal under Rule 14a-8(b) and Rule 14a-8(f) and noting that "the proponent appears to have failed to supply, within 14 days of receipt of Union Pacific's request, documentary support sufficiently evidencing that he satisfied the minimum ownership requirement for the one-year period required by Rule 14a-8(b)"); *Time Warner Inc.* (avail. Feb. 19, 2009); *Alcoa Inc.* (avail. Feb. 18, 2009); *Qwest Communications International, Inc.* (avail. Feb. 28, 2008); *Occidental Petroleum Corp.* (avail. Nov. 21, 2007); *General Motors Corp.* (avail. Apr. 5, 2007); *Yahoo, Inc.* (avail. Mar. 29, 2007); *CSK Auto Corp.* (avail. Jan. 29, 2007); *Motorola, Inc.* (avail. Jan. 10, 2005), *Johnson & Johnson* (avail. Jan. 3, 2005); *Agilent Technologies* (avail. Nov. 19, 2004); *Intel Corp.* (avail. Jan. 29, 2004); *Moody's Corp.* (avail. Mar. 7, 2002).

Specifically, the Proponent's Response fails to establish the Proponent's eligibility to submit the Proposal under Rule 14a-8(b) because the Proponent failed to timely provide the requisite proof of eligibility to submit the Proposal in response to the Company's proper request for that information. Rule 14a-8(f) provides that a company may exclude a shareowner proposal if the proponent fails to provide evidence of eligibility under Rule 14a-8, including the beneficial ownership requirements of Rule 14a-8(b), where the company timely notifies the proponent of the problem and the proponent fails to correct the deficiency within the required time. The Company satisfied its obligation under Rule 14a-8 by transmitting to the Proponent in a timely manner the Deficiency Notice, which stated:

- the ownership requirements of Rule 14a-8(b);

- according to the Company's stock records, the Proponent was not a record owner of sufficient shares;
- the type of statement or documentation necessary to demonstrate beneficial ownership under Rule 14a-8(b);
- that any response had to be postmarked or transmitted electronically no later than 14 calendar days from the date the Deficiency Notice was received; and
- that a copy of the shareowner proposal rules set forth in Rule 14a-8 was enclosed.

Notwithstanding the foregoing, the Proponent did not respond within 14 days after receiving the Deficiency Notice. The Staff previously has allowed companies, in circumstances similar to the instant case, to omit shareowner proposals pursuant to Rule 14a-8(f) where the shareowner responded to the company's proper deficiency notice more than 14 days after receiving the deficiency notice. For example, in *Intel Corp.* (avail. Feb. 3, 2010), the Staff permitted the company to exclude a shareowner proposal under Rule 14a-(f) where the proponent provided proof of ownership in response to the company's deficiency notice 31 days after receiving the deficiency notice. *See also Qwest Communications International Inc.* (avail. Nov. 5, 2009) (concurring in the exclusion of a shareowner proposal under Rule 14a-8(f) where the proponent provided proof of ownership in response to the company's deficiency notice 32 days after receiving the deficiency notice); *Exxon Mobil Corp.* (avail. Feb. 28, 2007) (concurring in the exclusion of a shareowner proposal under Rule 14a-8(f) where the proponent provided proof of ownership in response to the company's deficiency notice 32 days after receiving the deficiency notice); *General Electric Co.* (avail. Dec. 31, 2007) (concurring in the exclusion of a shareowner proposal under Rule 14a-8(f) where the proponent responded to the company's deficiency notice 17 days after receiving it, and the proponent's response was not sufficient to demonstrate ownership under Rule 14a-8(b)); *General Electric Co.* (avail. Jan. 9, 2006) (concurring in the exclusion of a shareowner proposal under Rule 14a-8(f) where the proponent provided an untimely and inadequate response to the company's deficiency notice). As with the proposals cited above, the Proponent did not respond to the Deficiency Notice within 14 days after receiving the Deficiency Notice.

Moreover, the Wells Fargo Letter initially submitted with the Proposal fails to establish the Proponent's eligibility to submit the Proposal. As described above, the Proposal was submitted on June 22, 2010, and the Company received the Proposal on June 25, 2010. It is important to note that while the letter accompanying the Proposal is dated June 16, 2010, the Proposal was not submitted to the Company until June 22, 2010, as evidenced by the postmark on the mailing envelope transmitting the Proposal to the

Company. *See* Exhibit A. Thus, although the Proposal included the Wells Fargo Letter, the Wells Fargo Letter is insufficient to establish the Proponent's ownership under Rule 14a-8(b). Specifically, the Wells Fargo Letter does not establish that the Proponent owned the requisite amount of Company shares for the one-year period as of the date the Proposal was submitted, because it does not establish ownership of Company shares for the period between June 16, 2010 (the date of the Wells Fargo Letter) and June 22, 2010 (the date the Proposal was submitted).

As discussed above, SLB 14 places the burden of proving the ownership requirements on the proponent: the shareowner "is responsible for proving his or her eligibility to submit a proposal to the company." In addition, the Staff previously has made clear the need for precision in the context of demonstrating a shareowner's eligibility under Rule 14a-8(b) to submit a shareowner proposal. SLB 14 provides the following:

> If a shareholder submits his or her proposal to the company on June 1, does a statement from the record holder verifying that the shareholder owned the securities continuously for one year as of May 30 of the same year demonstrate sufficiently continuous ownership of the securities as of the time he or she submitted the proposal?
>
> No. A shareholder must submit proof from the record holder that the shareholder continuously owned the securities for a period of one year as of the time the shareholder submits the proposal.

Accordingly, the Staff consistently has permitted companies to omit shareowner proposals pursuant to Rules 14a-8(f) and 14a-8(b) when the evidence of ownership submitted by a proponent covers a period of time that falls short of the required one-year period prior to the submission of the proposal. *See Union Pacific Corp.* (avail. March 5, 2010) (concurring with the exclusion of a shareowner proposal where the proposal was submitted in a letter postmarked November 19, 2009, and the documentary evidence demonstrating ownership of the company's securities covered a continuous period ending November 17, 2009); *General Electric Co.* (avail. Jan. 9, 2009) (concurring with the exclusion of a shareowner proposal where the proposal was submitted November 10, 2008 and the documentary evidence demonstrating ownership of the company's securities covered a continuous period ending November 7, 2008); *International Business Machines Corp.* (avail. Dec. 7, 2007) (concurring with the exclusion of a shareowner proposal where the proponent submitted a broker letter dated four days before the proponent submitted its proposal to the company); *Wal-Mart Stores, Inc.* (avail. Feb. 2, 2005) (concurring with the exclusion of a shareowner proposal where the proposal was submitted December 6, 2004 and the documentary evidence demonstrating ownership of the company's securities covered a continuous period ending

November 22, 2004); *Gap, Inc.* (avail. Mar. 3, 2003) (concurring with the exclusion of a shareowner proposal where the date of submission was November 27, 2002 but the documentary evidence of the proponent's ownership of the company's securities covered a two-year period ending November 25, 2002); *AutoNation, Inc.* (avail. Mar. 14, 2002) (concurring with the exclusion of a shareowner proposal where the proponent had held shares for two days less than the required one-year period). Similarly, in this instance, the Wells Fargo Letter fails to establish ownership of Company shares for the period between June 16, 2010 (the date of the Wells Fargo Letter) and June 22, 2010 (the date the Proposal was submitted).

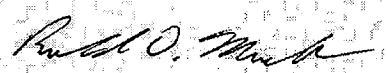
Consistent with the precedent cited above, the Proposal is excludable because the Proponent has not demonstrated that she continuously owned the requisite number of Company shares for the one-year period prior to the date the Proposal was submitted to the Company, as required by Rule 14a-8(b). Accordingly, the Company may exclude the Proposal under Rule 14a-8(b) and Rule 14a-8(f)(1).

**CONCLUSION**

Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposal from its 2011 Proxy Materials. We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject.

If we can be of any further assistance in this matter, please do not hesitate to call me at (202) 955-8671 or Lori Zyskowski, the Company's Corporate & Securities Counsel, at (203) 373-2227.

Sincerely,



Ronald O. Mueller

Enclosures

cc: Lori Zyskowski, General Electric Company
Barbara S. Schwartz

**Exhibit A**

June 16, 2010

RECEIVED
JUN 25 2010
B. B. DENNISTON III

Brackett B. Denniston, III
Secretary
General Electric Company
3135 Easton Turnpike
Fairfield, CT 06828

Dear Mr. Denniston:

In accordance with the directions on page 50 of the 2010 Proxy Statement, I submit the attached for inclusion in the 2011 Proxy Statement. I own more than enough shares to meet the SEC's standards and I intend to own them through the date of next year's Annual Meeting (see attached brokerage statement).

Thank you,

Barbara S. Schwartz

*** FISMA & OMB Memorandum M-07-16 ***

Wells Fargo Advisors, LLC
28100 US Highway 19 North
Clearwater, FL 33761-2660

Jane M. Grala, MBA
Associate Vice President - Investment Officer
Financial Advisor

Tel 727-799-5537
Fax 727-796-7952
800-237-1948
jane.m.grala@wfadvisors.com

Member FINRA/SIPC

June 16, 2010

To Whom It May Concern:

My client, Ms. Barbara S. Schwartz, of *** FISMA & OMB Memorandum M-07-16 *** has owned General Electric (GE) stock in two accounts as follows:

1. 300 shares of GE stock purchased 4/2/1997
2. 3000 shares of GE stock purchased 2/21/2007

These shares have been held continuously and Ms. Schwartz is currently holding these shares to the date of the submission of this letter.

Very truly yours,

Jane M. Grala, MBA
Associate Vice President-Investments
Financial Advisors

RESOLVED: That the Board of Directors establish a procedure to notify the shareowners of any proposed Buyback of GE common stock, other than those necessary to fund certain benefit plans, at least 6 months prior to its initiation. Part of any such notice will include a report on the specifics of any stock Buybacks within the previous 10 years, detailing, by year, the amount spent, the shares purchased, the average price per share, and the current value of those shares, and also what was the total "Gain" or "Loss" on all Buybacks for the full 10 year period. In addition, such Board notice will indicate why the proposed Buyback was deemed to be a more intelligent application of funds than a dividend increase or the retention of cash for other applications, e.g. a strategic acquisition. Furthermore, if the proposed stock Buyback is to exceed One Billion Dollars ($1,000,000,000.00) in any two year period it shall not be undertaken without shareholder approval at the time of the Annual Meeting.

Supporting Statement:
The cash build-up that the Company foresees in the next year or two is apparently burning a hole in its pocket. One of the possible applications mentioned by our CEO is a stock Buyback. Yet the most recent Buyback, which was terminated "early" in September 2008, was apparently a misguided enterprise as it "lost" more than a billion dollars and spent precious capital, in a world where liquidity was rapidly disappearing. The Company then had to borrow from Warren Buffett at a high rate of interest and sell dilutive shares to stave off a financial crisis. In the process, the common dividend was cut by 68%. Such folly should not be repeated.

B. Schwartz

*** FISMA & OMB Memorandum M-07-16 ***

CHARLESTON SC 294

22 JUN 2010 PM 1 T

Brackett B. Denniston, III
Secretary
General Electric Company
3135 Easton Turnpike
Fairfield, CT 06828

**Exhibit B**

Lori Zyskowski
Corporate & Securities Counsel

General Electric Company
3135 Easton Turnpike
Fairfield, CT 06828

T 203 373 2227
F 203 373 3079
lori.zyskowski@ge.com

July 7, 2010

***VIA OVERNIGHT MAIL***
Barbara S. Schwartz
*** FISMA & OMB Memorandum M-07-16 ***
*** FISMA & OMB Memorandum M-07-16 ***

Dear Ms. Schwartz:

I am writing on behalf of General Electric Company (the "Company"), which received on June 25, 2010, the shareowner proposal you submitted for consideration at the Company's 2011 Annual Meeting of Shareowners (the "Proposal"). The Proposal contains certain procedural deficiencies, which Securities and Exchange Commission ("SEC") regulations require us to bring to your attention.

Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), provides that shareowner proponents must submit sufficient proof of their continuous ownership of at least $2,000 in market value, or 1%, of a company's shares entitled to vote on the proposal for at least one year as of the date the shareowner proposal was submitted. The Company's stock records do not indicate that you are the record owner of sufficient shares to satisfy this requirement. In addition, the proof of ownership you submitted does not satisfy Rule 14a-8's ownership requirements as of the date that you submitted the Proposal to the Company. Specifically, the letter you submitted from Wells Fargo Advisors attempting to verify your ownership of Company shares does not establish that you continuously owned the requisite number of shares entitled to vote on the Proposal for a period of one year as of the date the Proposal was submitted because the Proposal appears to have been submitted on June 22, 2010 (the date it was sent to the Company) and the letter from Wells Fargo Advisors indicates only that you held the requisite number of Company shares for at least one year as of June 16, 2010 (the date of the letter from Wells Fargo Advisors).

To remedy this defect, you must provide sufficient proof of your ownership of the requisite number of Company shares as of the date the Proposal was submitted to the Company. As explained in Rule 14a-8(b), sufficient proof may be in the form of:

- a written statement from the "record" holder of your shares (usually a broker or a bank) verifying that, as of the date the Proposal was submitted, you continuously held the requisite number of Company shares for at least one year; or

- if you have filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting your ownership of the requisite number of shares as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in your ownership level and a written statement that you continuously held the requisite number of Company shares for the one-year period.

The SEC's Rule 14a-8 requires that your response to this letter be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. Please address any response to me at General Electric Company, 3135 Easton Turnpike, Fairfield, CT 06828. Alternatively, you may transmit any response by facsimile to me at (203) 373-3079.

If you have any questions with respect to the foregoing, please contact me at (203) 373-2227. For your reference, I enclose a copy of Rule 14a-8.

Sincerely,

Lori Zyskowski

Lori Zyskowski

Enclosure

**Shareholder Proposals – Rule 14a-8**

**§240.14a-8.**

This section addresses when a company must include a shareholder's proposal in its proxy statement and identify the proposal in its form of proxy when the company holds an annual or special meeting of shareholders. In summary, in order to have your shareholder proposal included on a company's proxy card, and included along with any supporting statement in its proxy statement, you must be eligible and follow certain procedures. Under a few specific circumstances, the company is permitted to exclude your proposal, but only after submitting its reasons to the Commission. We structured this section in a question-and-answer format so that it is easier to understand. The references to "you" are to a shareholder seeking to submit the proposal.

(a) **Question 1: What is a proposal?**
A shareholder proposal is your recommendation or requirement that the company and/or its board of directors take action, which you intend to present at a meeting of the company's shareholders. Your proposal should state as clearly as possible the course of action that you believe the company should follow. If your proposal is placed on the company's proxy card, the company must also provide in the form of proxy means for shareholders to specify by boxes a choice between approval or disapproval, or abstention. Unless otherwise indicated, the word "proposal" as used in this section refers both to your proposal, and to your corresponding statement in support of your proposal (if any).

(b) **Question 2: Who is eligible to submit a proposal, and how do I demonstrate to the company that I am eligible?**

(1) In order to be eligible to submit a proposal, you must have continuously held at least $2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal. You must continue to hold those securities through the date of the meeting.

(2) If you are the registered holder of your securities, which means that your name appears in the company's records as a shareholder, the company can verify your eligibility on its own, although you will still have to provide the company with a written statement that you intend to continue to hold the securities through the date of the meeting of shareholders. However, if like many shareholders you are not a registered holder, the company likely does not know that you are a shareholder, or how many shares you own. In this case, at the time you submit your proposal, you must prove your eligibility to the company in one of two ways:

(i) The first way is to submit to the company a written statement from the "record" holder of your securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you continuously held the securities for at least one year. You must also include your own written statement that you intend to continue to hold the securities through the date of the meeting of shareholders; or

(ii) The second way to prove ownership applies only if you have filed a Schedule 13D (§240.13d-101), Schedule 13G (§240.13d-102), Form 3 (§249.103 of this chapter), Form 4 (§249.104 of this chapter) and/or Form 5 (§249.105 of this chapter), or amendments to those documents or updated forms, reflecting your ownership of the shares as of or before the date on which the one-year eligibility period begins. If you have filed one of these documents with the SEC, you may demonstrate your eligibility by submitting to the company:

(A) A copy of the schedule and/or form, and any subsequent amendments reporting a change in your ownership level;

(B) Your written statement that you continuously held the required number of shares for the one-year period as of the date of the statement; and

(C) Your written statement that you intend to continue ownership of the shares through the date of the company's annual or special meeting.

(c) **Question 3: How many proposals may I submit?**
Each shareholder may submit no more than one proposal to a company for a particular shareholders' meeting.

(d) **Question 4: How long can my proposal be?**
The proposal, including any accompanying supporting statement, may not exceed 500 words.

(e) **Question 5: What is the deadline for submitting a proposal?**

(1) If you are submitting your proposal for the company's annual meeting, you can in most cases find the deadline in last year's proxy statement. However, if the company did not hold an annual meeting last year, or has changed the date of its meeting for this year more than 30 days from last year's meeting, you can usually find the deadline in one of the company's quarterly reports on Form 10-Q (§249.308a of this chapter) or 10-QSB (§249.308b of this chapter), or in shareholder reports of investment companies under §270.30d-1 of this chapter of the Investment Company Act of 1940. In order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery.

(2) The deadline is calculated in the following manner if the proposal is submitted for a regularly scheduled annual meeting. The proposal must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous

year's annual meeting. However, if the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting, then the deadline is a reasonable time before the company begins to print and mail its proxy materials.

(3) If you are submitting your proposal for a meeting of shareholders other than a regularly scheduled annual meeting, the deadline is a reasonable time before the company begins to print and mail its proxy materials.

(f) **Question 6: What if I fail to follow one of the eligibility or procedural requirements explained in answers to Questions 1 through 4 of this section?**

(1) The company may exclude your proposal, but only after it has notified you of the problem, and you have failed adequately to correct it. Within 14 calendar days of receiving your proposal, the company must notify you in writing of any procedural or eligibility deficiencies, as well as of the time frame for your response. Your response must be postmarked , or transmitted electronically, no later than 14 days from the date you received the company's notification. A company need not provide you such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline. If the company intends to exclude the proposal, it will later have to make a submission under §240.14a-8 and provide you with a copy under Question 10 below, §240.14a-8(j).

(2) If you fail in your promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of your proposals from its proxy materials for any meeting held in the following two calendar years.

(g) **Question 7: Who has the burden of persuading the Commission or its staff that my proposal can be excluded?** Except as otherwise noted, the burden is on the company to demonstrate that it is entitled to exclude a proposal.

(h) **Question 8: Must I appear personally at the shareholders' meeting to present the proposal?**

(1) Either you, or your representative who is qualified under state law to present the proposal on your behalf, must attend the meeting to present the proposal. Whether you attend the meeting yourself or send a qualified representative to the meeting in your place, you should make sure that you, or your representative, follow the proper state law procedures for attending the meeting and/or presenting your proposal.

(2) If the company holds its shareholder meeting in whole or in part via electronic media, and the company permits you or your representative to present your proposal via such media, then you may appear through electronic media rather than traveling to the meeting to appear in person.

(3) If you or your qualified representative fail to appear and present the proposal, without good cause, the company will be permitted to exclude all of your proposals from its proxy materials for any meetings held in the following two calendar years.

(i) **Question 9: If I have complied with the procedural requirements, on what other bases may a company rely to exclude my proposal?**

(1) *Improper under state law*: If the proposal is not a proper subject for action by shareholders under the laws of the jurisdiction of the company's organization;
*Note to paragraph (i)(1)*: Depending on the subject matter, some proposals are not considered proper under state law if they would be binding on the company if approved by shareholders. In our experience, most proposals that are cast as recommendations or requests that the board of directors take specified action are proper under state law. Accordingly, we will assume that a proposal drafted as a recommendation or suggestion is proper unless the company demonstrates otherwise.

(2) *Violation of law*: If the proposal would, if implemented, cause the company to violate any state, federal, or foreign law to which it is subject;
*Note to paragraph (i)(2)*: We will not apply this basis for exclusion to permit exclusion of a proposal on grounds that it would violate foreign law if compliance with the foreign law would result in a violation of any state or federal law.

(3) *Violation of proxy rules*: If the proposal or supporting statement is contrary to any of the Commission's proxy rules, including §240.14a-9, which prohibits materially false or misleading statements in proxy soliciting materials;

(4) *Personal grievance; special interest*: If the proposal relates to the redress of a personal claim or grievance against the company or any other person, or if it is designed to result in a benefit to you, or to further a personal interest, which is not shared by the other shareholders at large;

(5) *Relevance*: If the proposal relates to operations which account for less than 5 percent of the company's total assets at the end of its most recent fiscal year, and for less than 5 percent of its net earnings and gross sales for its most recent fiscal year, and is not otherwise significantly related to the company's business;

(6) *Absence of power/authority*: If the company would lack the power or authority to implement the proposal;

(7) *Management functions*: If the proposal deals with a matter relating to the company's ordinary business operations;

(8) *Relates to election: If the proposal relates to an election for membership on the company's board of directors or analogous governing body;*

(9) *Conflicts with company's proposal*: If the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting;
*Note to paragraph (i)(9): A company's submission to the Commission under this section should specify the points of conflict with the company's proposal.*

(10) *Substantially implemented*: If the company has already substantially implemented the proposal;

(11) *Duplication*: If the proposal substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company's proxy materials for the same meeting;

(12) *Resubmissions*: If the proposal deals with substantially the same subject matter as another proposal or proposals that has or have been previously included in the company's proxy materials within the preceding 5 calendar years, a company may exclude it from its proxy materials for any meeting held within 3 calendar years of the last time it was included if the proposal received:

(i) Less than 3% of the vote if proposed once within the preceding 5 calendar years;

(ii) Less than 6% of the vote on its last submission to shareholders if proposed twice previously within the preceding 5 calendar years; or

(iii) Less than 10% of the vote on its last submission to shareholders if proposed three times or more previously within the preceding 5 calendar years; and

(13) *Specific amount of dividends*: If the proposal relates to specific amounts of cash or stock dividends.

(j) **Question 10: What procedures must the company follow if it intends to exclude my proposal?**

(1) If the company intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission. The company must simultaneously provide you with a copy of its submission. The Commission staff may permit the company to make its submission later than 80 days before the company files its definitive proxy statement and form of proxy, if the company demonstrates good cause for missing the deadline.

(2) The company must file six paper copies of the following:

(i) The proposal;

(ii) An explanation of why the company believes that it may exclude the proposal, which should, if possible, refer to the most recent applicable authority, such as prior Division letters issued under the rule; and

(iii) A supporting opinion of counsel when such reasons are based on matters of state or foreign law.

(k) **Question 11: May I submit my own statement to the Commission responding to the company's arguments?**
Yes, you may submit a response, but it is not required. You should try to submit any response to us, with a copy to the company, as soon as possible after the company makes its submission. This way, the Commission staff will have time to consider fully your submission before it issues its response. You should submit six paper copies of your response.

(l) **Question 12: If the company includes my shareholder proposal in its proxy materials, what information about me must it include along with the proposal itself?**

(1) The company's proxy statement must include your name and address, as well as the number of the company's voting securities that you hold. However, instead of providing that information, the company may instead include a statement that it will provide the information to shareholders promptly upon receiving an oral or written request.

(2) The company is not responsible for the contents of your proposal or supporting statement.

(m) **Question 13: What can I do if the company includes in its proxy statement reasons why it believes shareholders should not vote in favor of my proposal, and I disagree with some of its statements?**

(1) The company may elect to include in its proxy statement reasons why it believes shareholders should vote against your proposal. The company is allowed to make arguments reflecting its own point of view, just as you may express your own point of view in your proposal's supporting statement.

(2) However, if you believe that the company's opposition to your proposal contains materially false or misleading statements that may violate our anti-fraud rule, §240.14a-9, you should promptly send to the Commission staff and the company a letter explaining the reasons for your view, along with a copy of the company's statements opposing your proposal. To the extent possible, your letter should include specific factual information demonstrating the inaccuracy of the company's claims. Time permitting, you may wish to try to work out your differences with the company by yourself before contacting the Commission staff.

(3) We require the company to send you a copy of its statements opposing your proposal before it mails its proxy

materials, so that you may bring to our attention any materially false or misleading statements, under the following timeframes:

(i) If our no-action response requires that you make revisions to your proposal or supporting statement as a condition to requiring the company to include it in its proxy materials, then the company must provide you with a copy of its opposition statements no later than 5 calendar days after the company receives a copy of your revised proposal; or

(ii) In all other cases, the company must provide you with a copy of its opposition statements no later than 30 calendar days before its files definitive copies of its proxy statement and form of proxy under §240.14a-6.

**Exhibit C**

**Exhibit D**

RECEIVED

AUG 30 2010

B. B. DENNISTON III

August 5, 2010

Brackett B. Denniston, III
Secretary
General Electric Company
3135 Easton Turnpike
Fairfield, CT 06828

Dear Mr. Denniston:

In accordance with the directions on p. 50 of the 2010 Proxy Statement, I submit the enclosed for inclusion in the 2011 Proxy Statement. I own more than enough shares to meet the SEC's standards and I intend to own them through the date of next year's Annual Meeting. (See attached brokerage statement.)

Thank you,

Barbara S. Schwartz

*** FISMA & OMB Memorandum M-07-16 ***

Wells Fargo Advisors, LLC
26100 US Highway 19 North
Clearwater, FL 33761-2660

**Jane M. Grala, MBA**
Associate Vice President - Investment Officer
Financial Advisor

Tel 727-799-5537
Fax 727-796-7952
800-237-1948
jane.m.grala@wfadvisors.com

Member FINRA/SIPC

August 5, 2010

To Whom It May Concern:

My client, Ms. Barbara S. Schwartz, of *** FISMA & OMB Memorandum M-07-16 *** has owned General Electric (GE) stock in two accounts as follows:

1. 300 shares of GE stock purchased 4/2/1997
2. 3000 shares of GE stock purchased 2/21/2007

These shares have been held continuously and Ms. Schwartz is currently holding these shares to the date of the submission of this letter. She has told me, and I quote "I do intend to hold my current shares thru the date of the 2011 GE Annual meeting."

Very truly yours,

Jane M. Grala

Jane M. Grala, MBA
Associate Vice President-Investment Officer
Financial Advisor

RESOLVED: That the Board of Directors establish a procedure to notify the shareowners of any proposed Buyback of GE common stock, other than those necessary to fund certain benefit plans, at least 6 months prior to its initiation. Part of any such notice will include a report on the specifics of any stock Buybacks within the previous 10 years, detailing, by year, the amount spent, the shares purchased, the average price per share, and the current value of those shares, and also what was the total "Gain" or "Loss" on all Buybacks for the full 10 year period. In addition, such Board notice will indicate why the proposed Buyback was deemed to be a more intelligent application of funds than a dividend increase or the retention of cash for other applications, e.g. a strategic acquisition. Furthermore, if the proposed stock Buyback is to exceed One Billion Dollars ($1,000,000,000.00) in any two year period it shall not be undertaken without shareholder approval at the time of the Annual Meeting.

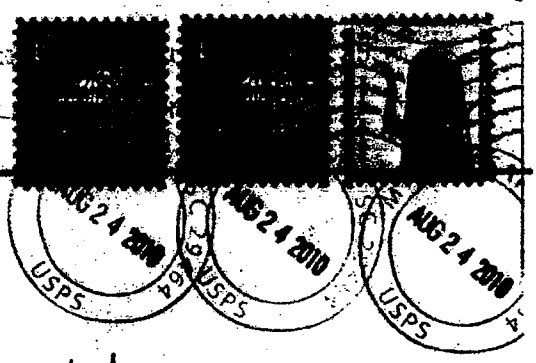
Supporting Statement:
The cash build-up that the Company foresees in the next year or two is apparently burning a hole in its pocket. One of the possible applications mentioned by our CEO is a stock Buyback. Yet the most recent Buyback, which was terminated "early" in September 2008, was apparently a misguided enterprise as it "lost" more than a billion dollars and spent precious capital, in a world where liquidity was rapidly disappearing. The Company then had to borrow from Warren Buffett at a high rate of interest and sell dilutive shares to stave off a financial crisis. In the process, the common dividend was cut by 68%. Such folly should not be repeated.

Ms Barbara S. Schwartz

*** FISMA & OMB Memorandum M-07-16 ***

CHAR

25 AL




Brackett B. Denniston, III
Secretary
General Electric Company
3135 Easton Turnpike
Fairfield, CT 06828