

GENERAL ELECTRIC CO
Form 4
September 11, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHERIN KEITH S

2. Issuer Name and Ticker or Trading Symbol
GENERAL ELECTRIC CO [GE]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
GENERAL ELECTRIC COMPANY, 3135 EASTON TURNPIKE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/09/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice Chairman

FAIRFIELD, CT 06828

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	09/10/2008		M		12,500	A	\$ 0 213,139 D
Common Stock	09/10/2008		F		5,244	D	\$ 28.1 207,895 D
Common Stock							33,145 I 401(k)
Common Stock							8,193 I by family

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 28.12	09/09/2008		A	300,000	<u>(1)</u>	09/09/2018	Common Stock
Restricted Stock Units	<u>(2)</u>	09/09/2008		A	100,000	<u>(3)</u>	<u>(3)</u>	Common Stock
Restricted Stock Units	<u>(2)</u>	09/10/2008		M	12,500	09/10/2008 ⁽⁴⁾	09/10/2008 ⁽⁴⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHERIN KEITH S GENERAL ELECTRIC COMPANY 3135 EASTON TURNPIKE FAIRFIELD, CT 06828			Vice Chairman	

Signatures

Elizabeth Nemeth on behalf of Keith S. Sherin 09/11/2008

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The Stock Options become exercisable in five equal annual installments of 20% each, beginning on the first anniversary of the grant date.

(2) 1-for-1

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- (3) The Restricted Stock Units vest in five equal annual installments of 20% each, beginning on the first anniversary of the grant date.
- (4) Of this grant, 12,500 RSUs vested on 9/10/04; 12,500 RSUs vested on 9/10/08 and the remaining RSUs will vest upon retirement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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