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GENERAL ELECTRIC CO
Form 13F-HR/A
May 21, 2004

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2004

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: Manager - Accounting Projects
Phone: (203) 373-2535

Signature, Place, and Date of Signing:

| | | | |
|---------------------|---------------|-------|--------------|
| Robert R. DeGennaro | Fairfield, CT | 06828 | May 21, 2004 |
| ----- | ----- | ----- | ----- |
| (Signature) | (City, State) | (Zip) | (Date) |

As a result of an arithmetic error, several security holdings of GE Asset Management were reported incorrectly in the Form 13-F filed on May 12, 2004. Attached hereto is a revised schedule reporting the corrected information for GE Asset Management.

Report Type (Check only one.):

- [X] 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

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reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 540

Form 13F Information Table Value Total: \$36,372,183
(thousands)

List of Other Included Managers:

No. Form 13F File Number Name

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01 028-05827 GE Asset Management

FORM 13F INFORMATION TABLE

| NAME OF ISSUER ----- | TITLE OF CLASS ----- | CUSIP ----- | VALUE (x\$1000) ----- | SHRS OR PRN AMT ----- | SH/ PRN --- | PUT/ CALL ---- | INVEST DISCRE ----- |
|------------------------------|----------------------------|----------------|-----------------------------|-----------------------------|-------------------|----------------------|---------------------------|
| ACE LTD | ORD | G0070K103 | 13507 | 316624 | SH | | |
| ARCH CAP GROUP LTD | ORD | G0450A105 | 24442 | 580560 | SH | | |
| AXIS CAPITAL HOLDINGS | SHS | G0692U109 | 109406 | 3702413 | SH | | |
| ACCENTURE LTD BERMUDA | CL A | G1150G111 | 1595 | 64301 | SH | | |
| EVEREST RE GROUP LTD | COM | G3223R108 | 15208 | 178000 | SH | | |
| GLOBALSANTAFE CORP | SHS | G3930E101 | 4737 | 170590 | SH | | |
| INGERSOLL-RAND COMPANY LTD | CL A | G4776G101 | 3352 | 49547 | SH | | |
| NABORS INDUSTRIES LTD | SHS | G6359F103 | 98913 | 2162037 | SH | | |
| NOBLE CORPORATION | SHS | G65422100 | 2377 | 61859 | SH | | |
| RENAISSANCE RE HLDGS LTD | COM | G7496G103 | 3614 | 69500 | SH | | |
| WEATHERFORD INTERNATIONAL LT | COM | G95089101 | 9036 | 215000 | SH | | |
| ALCON INC | COM SHS | H01301102 | 8546 | 135000 | SH | | |
| SBS BROADCASTING SA | ORD | L8137F102 | 6288 | 175585 | SH | | |
| BACKWEB TECHNOLOGIES LTD | ORD | M15633106 | 1185 | 1316304 | SH | | |
| CHECK POINT SOFTWARE TECH LT | ORD | M22465104 | 440 | 19328 | SH | | |
| ORBOTECH LTD | ORD | M75253100 | 310 | 12880 | SH | | |
| AFLAC INC | COM | 001055102 | 188361 | 4692604 | SH | | |
| AGCO CORP | COM | 001084102 | 7041 | 340000 | SH | | |
| AES CORP | COM | 00130H105 | 1683 | 197307 | SH | | |
| AMR CORP | COM | 001765106 | 176 | 13856 | SH | | |
| AT&T CORP | COM NEW | 001957505 | 40996 | 2094831 | SH | | |
| AT&T WIRELESS SVCS INC | COM | 00209A106 | 8496 | 624263 | SH | | |
| ABBOTT LABS | COM | 002824100 | 345289 | 8401203 | SH | | |
| ADOBE SYS INC | COM | 00724F101 | 3761 | 95712 | SH | | |
| ADVANCED FIBRE COMMUNICATION | COM | 00754A105 | 17203 | 778777 | SH | | |
| ADVANCED MICRO DEVICES INC | COM | 007903107 | 1948 | 120000 | SH | | |

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|------------------------------|----------------|-----------|---------|----------|----|
| AFFILIATED COMPUTER SERVICES | CL A | 008190100 | 13423 | 258625 | SH |
| AFFILIATED MANAGERS GROUP | COM | 008252108 | 6140 | 112500 | SH |
| AFTERMARKET TECHNOLOGY CORP | COM | 008318107 | 20524 | 1397165 | SH |
| AGILENT TECHNOLOGIES INC | COM | 00846U101 | 4604 | 145573 | SH |
| AIR PRODS & CHEMS INC | COM | 009158106 | 5631 | 112351 | SH |
| ALCAN INC | COM | 013716105 | 896 | 20000 | SH |
| ALCOA INC | COM | 013817101 | 87578 | 2524602 | SH |
| ALLEGHANY CORP DEL | COM | 017175100 | 13639 | 55151 | SH |
| ALLETE INC | COM | 018522102 | 7018 | 200000 | SH |
| ALLSTATE CORP | COM | 020002101 | 178465 | 3925765 | SH |
| ALLTEL CORP | COM | 020039103 | 998 | 20000 | SH |
| ALTRIA GROUP INC | COM | 02209S103 | 62595 | 1149590 | SH |
| AMBAC FINL GROUP INC | COM | 023139108 | 5467 | 74101 | SH |
| AMBASSADORS GROUP INC | COM | 023177108 | 4950 | 200000 | SH |
| AMBASSADORS INTL INC | COM | 023178106 | 2622 | 200000 | SH |
| AMEREN CORP | COM | 023608102 | 4218 | 91518 | SH |
| AMERICA MOVIL S A DE C V | SPON ADR L SHS | 02364W105 | 60318 | 1560620 | SH |
| AMERICAN ELEC PWR INC | COM | 025537101 | 11742 | 356675 | SH |
| AMERICAN EXPRESS CO | COM | 025816109 | 334314 | 6447715 | SH |
| AMERICAN GREETINGS CORP | CL A | 026375105 | 558 | 24494 | SH |
| AMERICAN INTL GROUP INC | COM | 026874107 | 1012580 | 14191724 | SH |
| AMERISOURCEBERGEN CORP | COM | 03073E105 | 13998 | 256000 | SH |
| AMGEN INC | COM | 031162100 | 137933 | 2372028 | SH |
| ANALOG DEVICES INC | COM | 032654105 | 248382 | 5173537 | SH |
| ANHEUSER BUSCH COS INC | COM | 035229103 | 156028 | 3059371 | SH |
| APARTMENT INVT & MGMT CO | CL A | 03748R101 | 7773 | 250000 | SH |
| APPLIED MATLS INC | COM | 038222105 | 209457 | 9819823 | SH |
| ARACRUZ CELULOSE S A | SPON ADR PFD B | 038496204 | 65421 | 1710355 | SH |
| ARCH COAL INC | COM | 039380100 | 1570 | 50000 | SH |
| ARROW ELECTRS INC | COM | 042735100 | 4791 | 188194 | SH |
| ASTORIA FINL CORP | COM | 046265104 | 3803 | 100000 | SH |
| AUTOMATIC DATA PROCESSING IN | COM | 053015103 | 151240 | 3600951 | SH |
| AVAYA INC | COM | 053499109 | 4826 | 303892 | SH |
| AVERY DENNISON CORP | COM | 053611109 | 27691 | 445118 | SH |
| AVON PRODS INC | COM | 054303102 | 13271 | 174916 | SH |
| BJ SVCS CO | COM | 055482103 | 5253 | 121409 | SH |
| BP PLC | SPONSORED ADR | 055622104 | 30093 | 587755 | SH |
| BMC SOFTWARE INC | COM | 055921100 | 83280 | 4259870 | SH |
| BAKER HUGHES INC | COM | 057224107 | 55174 | 1512433 | SH |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 399226 | 4929935 | SH |
| BANK NEW YORK INC | COM | 064057102 | 15783 | 501035 | SH |
| BANK ONE CORP | COM | 06423A103 | 103712 | 1902276 | SH |
| BANKNORTH GROUP INC NEW | COM | 06646R107 | 23871 | 701268 | SH |
| BARRICK GOLD CORP | COM | 067901108 | 61040 | 2566845 | SH |
| BARR PHARMACEUTICALS INC | COM | 068306109 | 8331 | 181500 | SH |
| BEAR STEARNS COS INC | COM | 073902108 | 5085 | 58000 | SH |
| BED BATH & BEYOND INC | COM | 075896100 | 19409 | 463214 | SH |
| BELLSOUTH CORP | COM | 079860102 | 14635 | 528546 | SH |
| BERKSHIRE HATHAWAY INC DEL | CL B | 084670207 | 121031 | 38904 | SH |
| BEST BUY INC | COM | 086516101 | 10531 | 203612 | SH |
| BIOGEN IDEC INC | COM | 09062X103 | 14258 | 256441 | SH |
| BLACK & DECKER CORP | COM | 091797100 | 1529 | 26861 | SH |
| BLACKROCK INC | CL A | 09247X101 | 35472 | 579898 | SH |
| BLOCK H & R INC | COM | 093671105 | 2960 | 58013 | SH |
| BOEING CO | COM | 097023105 | 6290 | 153148 | SH |
| BOSTON PROPERTIES INC | COM | 101121101 | 4073 | 75000 | SH |
| BOSTON SCIENTIFIC CORP | COM | 101137107 | 16018 | 377962 | SH |
| BOWATER INC | COM | 102183100 | 5236 | 120000 | SH |
| BRASIL TELECOM PARTICIPACOES | SPON ADR PFD | 105530109 | 5776 | 169138 | SH |
| BRINKER INTL INC | COM | 109641100 | 3522 | 92850 | SH |
| BURLINGTON NORTHN SANTA FE C | COM | 12189T104 | 93097 | 2955455 | SH |
| BURLINGTON RES INC | COM | 122014103 | 237914 | 3739016 | SH |

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|------------------------------|----------------|-----------|---------|----------|----|
| C D W CORP | COM | 12512N105 | 8789 | 129989 | SH |
| CIGNA CORP | COM | 125509109 | 17823 | 301985 | SH |
| CVS CORP | COM | 126650100 | 3818 | 108150 | SH |
| CABOT CORP | COM | 127055101 | 5523 | 168397 | SH |
| CAPITAL ONE FINL CORP | COM | 14040H105 | 12114 | 160603 | SH |
| CARDINAL HEALTH INC | COM | 14149Y108 | 543098 | 7882409 | SH |
| CAREMARK RX INC | COM | 141705103 | 14372 | 432245 | SH |
| CARNIVAL CORP | PAIRED CTF | 143658300 | 383925 | 8548760 | SH |
| CATALINA MARKETING CORP | COM | 148867104 | 32311 | 1666398 | SH |
| CATALYTICA ENERGY SYS INC | COM | 148884109 | 654 | 183120 | SH |
| CATERPILLAR INC DEL | COM | 149123101 | 29661 | 375118 | SH |
| CENDANT CORP | COM | 151313103 | 9876 | 404910 | SH |
| CENTEX CORP | COM | 152312104 | 1907 | 35282 | SH |
| CERTEGY INC | COM | 156880106 | 213794 | 6104904 | SH |
| CHEESECAKE FACTORY INC | COM | 163072101 | 2366 | 51316 | SH |
| CHEVRONTEXACO CORP | COM | 166764100 | 42039 | 478912 | SH |
| CHIRON CORP | COM | 170040109 | 1901 | 43197 | SH |
| CHOICEPOINT INC | COM | 170388102 | 4183 | 110000 | SH |
| CHUBB CORP | COM | 171232101 | 25137 | 361482 | SH |
| CINCINNATI BELL INC NEW | COM | 171871106 | 1565 | 384615 | SH |
| CINERGY CORP | COM | 172474108 | 2453 | 60000 | SH |
| CISCO SYS INC | COM | 17275R102 | 556877 | 23626523 | SH |
| CINTAS CORP | COM | 172908105 | 3231 | 74303 | SH |
| CITIGROUP INC | COM | 172967101 | 1346078 | 26036326 | SH |
| CITY NATL CORP | COM | 178566105 | 9464 | 158000 | SH |
| CLEAR CHANNEL COMMUNICATIONS | COM | 184502102 | 11255 | 265769 | SH |
| CLOROX CO DEL | COM | 189054109 | 248086 | 5072296 | SH |
| COCA COLA CO | COM | 191216100 | 33397 | 663958 | SH |
| COLGATE PALMOLIVE CO | COM | 194162103 | 321557 | 5835884 | SH |
| COMCAST CORP NEW | CL A | 20030N101 | 44700 | 1554230 | SH |
| COMCAST CORP NEW | CL A SPL | 20030N200 | 476055 | 17093530 | SH |
| COMPANHIA SIDERURGICA NACION | SPONSORED ADR | 20440W105 | 830 | 12173 | SH |
| COMPANHIA VALE DO RIO DOCE | SPON ADR PFD | 204412100 | 56198 | 1199532 | SH |
| COMPANHIA VALE DO RIO DOCE | SPONSORED ADR | 204412209 | 103827 | 1891198 | SH |
| COMPANHIA PARANAENSE ENERG C | SPON ADR PFD | 20441B407 | 72 | 18692 | SH |
| COMPANHIA DE BEBIDAS DAS AME | SPON ADR PFD | 20441W203 | 679 | 33934 | SH |
| COMPUTER SCIENCES CORP | COM | 205363104 | 5911 | 146570 | SH |
| COMVERSE TECHNOLOGY INC | COM PAR \$0.10 | 205862402 | 5351 | 295000 | SH |
| CONAGRA FOODS INC | COM | 205887102 | 2743 | 101823 | SH |
| CONEXANT SYSTEMS INC | COM | 207142100 | 3 | 524 | SH |
| CONOCOPHILLIPS | COM | 20825C104 | 266738 | 3820913 | SH |
| CONSOLIDATED EDISON INC | COM | 209115104 | 4213 | 95539 | SH |
| CONSTELLATION ENERGY GROUP I | COM | 210371100 | 3921 | 98159 | SH |
| CONTINENTAL AIRLS INC | CL B | 210795308 | 44 | 3530 | SH |
| CORINTHIAN COLLEGES INC | COM | 218868107 | 4357 | 132000 | SH |
| CORNING INC | COM | 219350105 | 6181 | 552886 | SH |
| CORPORATE EXECUTIVE BRD CO | COM | 21988R102 | 3572 | 76000 | SH |
| COSTCO WHSL CORP NEW | COM | 22160K105 | 35341 | 939665 | SH |
| COX COMMUNICATIONS INC NEW | CL A | 224044107 | 6162 | 195000 | SH |
| CREE INC | COM | 225447101 | 22230 | 1000000 | SH |
| CULLEN FROST BANKERS INC | COM | 229899109 | 1497 | 35000 | SH |
| CYTYC CORP | COM | 232946103 | 268 | 12041 | SH |
| DST SYS INC DEL | COM | 233326107 | 4490 | 99000 | SH |
| DTE ENERGY CO | COM | 233331107 | 12241 | 297463 | SH |
| DANAHER CORP DEL | COM | 235851102 | 87217 | 934104 | SH |
| DARDEN RESTAURANTS INC | COM | 237194105 | 2287 | 92257 | SH |
| DEERE & CO | COM | 244199105 | 228625 | 3298582 | SH |
| DELL INC | COM | 24702R101 | 411479 | 12239113 | SH |
| DELPHI CORP | COM | 247126105 | 3984 | 400000 | SH |
| DENTSPLY INTL INC NEW | COM | 249030107 | 170442 | 3844855 | SH |
| DEVON ENERGY CORP NEW | COM | 25179M103 | 64336 | 1106386 | SH |
| DISNEY WALT CO | COM DISNEY | 254687106 | 33000 | 1320521 | SH |

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|-------------------------------|----------------|-----------|---------|----------|----|
| DR REDDYS LABS LTD | ADR | 256135203 | 27208 | 1136050 | SH |
| DOMINION RES INC VA NEW | COM | 25746U109 | 189781 | 2951496 | SH |
| DOVER CORP | COM | 260003108 | 344631 | 8889116 | SH |
| DOW CHEM CO | COM | 260543103 | 28571 | 709301 | SH |
| DREYERS GRAND ICE CREAM HL I | COM A CALL PUT | 261877104 | 388 | 4900 | SH |
| DU PONT E I DE NEMOURS & CO | COM | 263534109 | 36541 | 865482 | SH |
| DUKE ENERGY CORP | COM | 264399106 | 8626 | 381694 | SH |
| ECI TELECOM LTD | ORD | 268258100 | 553 | 92738 | SH |
| E M C CORP MASS | COM | 268648102 | 52482 | 3856117 | SH |
| ENSCO INTL INC | COM | 26874Q100 | 6000 | 213000 | SH |
| EATON CORP | COM | 278058102 | 67661 | 1204147 | SH |
| EBAY INC | COM | 278642103 | 56658 | 817811 | SH |
| ECOLAB INC | COM | 278865100 | 1764 | 61832 | SH |
| EDWARDS AG INC | COM | 281760108 | 4303 | 110000 | SH |
| ELECTRONIC ARTS INC | COM | 285512109 | 3608 | 67132 | SH |
| EMBRAER-EMPRESA BRASILEIRA D | SP ADR PFD SHS | 29081M102 | 146175 | 4553748 | SH |
| EMERSON ELEC CO | COM | 291011104 | 44260 | 738648 | SH |
| EMPRESA NACIONAL DE ELCTRCID | SPONSORED ADR | 29244T101 | 193 | 15800 | SH |
| ENCANA CORP | COM | 292505104 | 103828 | 2407894 | SH |
| ENERSIS S A | SPONSORED ADR | 29274F104 | 3819 | 593934 | SH |
| ENTERCOM COMMUNICATIONS CORP | CL A | 293639100 | 3395 | 75000 | SH |
| ENTERGY CORP NEW | COM | 29364G103 | 83038 | 1395605 | SH |
| EQUIFAX INC | COM | 294429105 | 62228 | 2410056 | SH |
| EQUITY RESIDENTIAL | SH BEN INT | 29476L107 | 5970 | 200000 | SH |
| EXELON CORP | COM | 30161N101 | 131402 | 1907967 | SH |
| EXXON MOBIL CORP | COM | 30231G102 | 890320 | 21407073 | SH |
| FPL GROUP INC | COM | 302571104 | 7209 | 107838 | SH |
| FAIRCHILD SEMICONDUCTOR INTL | COM | 303726103 | 4050 | 168520 | SH |
| FAMILY DLR STORES INC | COM | 307000109 | 14469 | 402480 | SH |
| FEDERAL HOME LN MTG CORP | COM | 313400301 | 86309 | 1461386 | SH |
| FEDERAL NATL MTG ASSN | COM | 313586109 | 748686 | 10069754 | SH |
| FEDERATED DEPT STORES INC DE | COM | 31410H101 | 28530 | 527836 | SH |
| FEDEX CORP | COM | 31428X106 | 1910 | 25412 | SH |
| FIFTH THIRD BANCORP | COM | 316773100 | 6050 | 109257 | SH |
| FIRST DATA CORP | COM | 319963104 | 862595 | 20460025 | SH |
| FISERV INC | COM | 337738108 | 8102 | 226499 | SH |
| FIRSTENERGY CORP | COM | 337932107 | 13353 | 341690 | SH |
| FLEETBOSTON FINL CORP | COM | 339030108 | 113372 | 2524984 | SH |
| FORD MTR CO DEL | COM PAR \$0.01 | 345370860 | 3588 | 264382 | SH |
| FOREST LABS INC | COM | 345838106 | 9246 | 129102 | SH |
| FORTUNE BRANDS INC | COM | 349631101 | 3656 | 47712 | SH |
| FRANKLIN RES INC | COM | 354613101 | 13208 | 237216 | SH |
| FREEMPORT-MCMORAN COPPER & GO | CL B | 35671D857 | 70894 | 1813607 | SH |
| GANNETT INC | COM | 364730101 | 38755 | 439695 | SH |
| GAP INC DEL | COM | 364760108 | 3210 | 146451 | SH |
| GENERAL DYNAMICS CORP | COM | 369550108 | 124867 | 1397822 | SH |
| GENERAL ELEC CO | COM | 369604103 | 2919730 | 95666116 | SH |
| GENERAL MLS INC | COM | 370334104 | 50321 | 1078008 | SH |
| GENERAL MTRS CORP | COM | 370442105 | 8807 | 186986 | SH |
| GENZYME CORP | COM GENL DIV | 372917104 | 1107 | 23674 | SH |
| GETTY IMAGES INC | COM | 374276103 | 4534 | 84000 | SH |
| GILEAD SCIENCES INC | COM | 375558103 | 7767 | 140080 | SH |
| GILLETTE CO | COM | 375766102 | 75557 | 1932408 | SH |
| GOLD FIELDS LTD NEW | SPONSORED ADR | 38059T106 | 432 | 32821 | SH |
| GOLDEN WEST FINL CORP DEL | COM | 381317106 | 5698 | 50900 | SH |
| GOLDMAN SACHS GROUP INC | COM | 38141G104 | 85359 | 818004 | SH |
| GRUPO TELEVISIA SA DE CV | SP ADR REP ORD | 40049J206 | 54499 | 1151231 | SH |
| GRUPO AEROPORTUARIO DEL SURE | SPON ADR SER B | 40051E202 | 7360 | 352980 | SH |
| GUIDANT CORP | COM | 401698105 | 7897 | 124610 | SH |
| HCA INC | COM | 404119109 | 23293 | 573433 | SH |
| HALLIBURTON CO | COM | 406216101 | 9634 | 317024 | SH |
| HARLEY DAVIDSON INC | COM | 412822108 | 118635 | 2224132 | SH |

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|------------------------------|---------------|-----------|--------|----------|----|
| HARRIS CORP DEL | COM | 413875105 | 7939 | 164000 | SH |
| HARSCO CORP | COM | 415864107 | 5746 | 126284 | SH |
| HARTFORD FINL SVCS GROUP INC | COM | 416515104 | 125016 | 1962582 | SH |
| HEINZ H J CO | COM | 423074103 | 9049 | 242655 | SH |
| HERSHEY FOODS CORP | COM | 427866108 | 6764 | 81647 | SH |
| HEWLETT PACKARD CO | COM | 428236103 | 134032 | 5868282 | SH |
| HILTON HOTELS CORP | COM | 432848109 | 51262 | 3154554 | SH |
| HOME DEPOT INC | COM | 437076102 | 519746 | 13911818 | SH |
| HONEYWELL INTL INC | COM | 438516106 | 47795 | 1411974 | SH |
| HUANENG PWR INTL INC | SPON ADR N | 443304100 | 7303 | 93250 | SH |
| HUGOTON RTY TR TEX | UNIT BEN INT | 444717102 | 16227 | 738600 | SH |
| IMS HEALTH INC | COM | 449934108 | 9537 | 410000 | SH |
| ICICI BK LTD | ADR | 45104G104 | 633 | 39657 | SH |
| ILLINOIS TOOL WKS INC | COM | 452308109 | 8062 | 101749 | SH |
| INTEL CORP | COM | 458140100 | 557904 | 20511185 | SH |
| INTERACTIVECORP | COM | 45840Q101 | 115767 | 3660041 | SH |
| INTERNAP NETWORK SVCS CORP | COM | 45885A102 | 71 | 41244 | SH |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 355316 | 3868859 | SH |
| INTERNATIONAL FLAVORS&FRAGRA | COM | 459506101 | 1651 | 46515 | SH |
| INTERNATIONAL GAME TECHNOLOG | COM | 459902102 | 4947 | 110029 | SH |
| INTL PAPER CO | COM | 460146103 | 6968 | 164877 | SH |
| INTERPUBLIC GROUP COS INC | COM | 460690100 | 3258 | 211821 | SH |
| INTERSIL CORP | CL A | 46069S109 | 4014 | 180000 | SH |
| INTUIT | COM | 461202103 | 292838 | 6561454 | SH |
| ISHARES TR | S&P 500 INDEX | 464287200 | 317 | 2798 | SH |
| IVAX CORP | COM | 465823102 | 3040 | 133501 | SH |
| IXYS CORP | COM | 46600W106 | 219 | 23284 | SH |
| J P MORGAN CHASE & CO | COM | 46625H100 | 143315 | 3416323 | SH |
| JACOBS ENGR GROUP INC DEL | COM | 469814107 | 3345 | 75000 | SH |
| JOHNSON & JOHNSON | COM | 478160104 | 662988 | 13071531 | SH |
| JONES APPAREL GROUP INC | COM | 480074103 | 11207 | 310000 | SH |
| KLA-TENCOR CORP | COM | 482480100 | 282 | 5599 | SH |
| KB HOME | COM | 48666K109 | 1188 | 14706 | SH |
| KELLOGG CO | COM | 487836108 | 27388 | 697952 | SH |
| KEYCORP NEW | COM | 493267108 | 3029 | 100000 | SH |
| KEYSPAN CORP | COM | 49337W100 | 5932 | 155196 | SH |
| KIMBERLY CLARK CORP | COM | 494368103 | 213594 | 3385014 | SH |
| KIMCO REALTY CORP | COM | 49446R109 | 1680 | 32950 | SH |
| KINDER MORGAN INC KANS | COM | 49455P101 | 4250 | 67444 | SH |
| KOHL'S CORP | COM | 500255104 | 6692 | 138472 | SH |
| KOOKMIN BK NEW | SPONSORED ADR | 50049M109 | 5365 | 132604 | SH |
| KROGER CO | COM | 501044101 | 16031 | 963411 | SH |
| L-3 COMMUNICATIONS HLDGS INC | COM | 502424104 | 11429 | 192149 | SH |
| LAIDLAW INTL INC | COM | 50730R102 | 15803 | 1086083 | SH |
| LAUDER ESTEE COS INC | CL A | 518439104 | 4279 | 96500 | SH |
| LEAR CORP | COM | 521865105 | 6568 | 106000 | SH |
| LEAPFROG ENTERPRISES INC | CL A | 52186N106 | 1935 | 100000 | SH |
| LEGGETT & PLATT INC | COM | 524660107 | 1474 | 62161 | SH |
| LEGG MASON INC | COM | 524901105 | 11505 | 124000 | SH |
| LEXMARK INTL NEW | CL A | 529771107 | 3853 | 41883 | SH |
| LIBERTY MEDIA CORP NEW | COM SER A | 530718105 | 630585 | 57587630 | SH |
| LILLY ELI & CO | COM | 532457108 | 25168 | 376206 | SH |
| LIMITED BRANDS INC | COM | 532716107 | 1283 | 64126 | SH |
| LINCARE HLDGS INC | COM | 532791100 | 230563 | 7342759 | SH |
| LINCOLN NATL CORP IND | COM | 534187109 | 61977 | 1309745 | SH |
| LINEAR TECHNOLOGY CORP | COM | 535678106 | 1819 | 49049 | SH |
| LOCKHEED MARTIN CORP | COM | 539830109 | 132650 | 2906445 | SH |
| LOWES COS INC | COM | 548661107 | 108208 | 1927813 | SH |
| LUBRIZOL CORP | COM | 549271104 | 3149 | 100000 | SH |
| M & T BK CORP | COM | 55261F104 | 10011 | 111415 | SH |
| MBIA INC | COM | 55262C100 | 6270 | 100000 | SH |
| MBNA CORP | COM | 55262L100 | 14585 | 527881 | SH |

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|------------------------------|---------------|-----------|--------|----------|----|
| MACROVISION CORP | COM | 555904101 | 2399 | 126999 | SH |
| MAGUIRE PTYS INC | COM | 559775101 | 8843 | 345448 | SH |
| MANHATTAN ASSOCS INC | COM | 562750109 | 3421 | 122981 | SH |
| MANOR CARE INC NEW | COM | 564055101 | 11250 | 318777 | SH |
| MARKETWATCH COM INC | COM | 570619106 | 5704 | 409194 | SH |
| MARSH & MCLENNAN COS INC | COM | 571748102 | 249559 | 5390033 | SH |
| MARRIOTT INTL INC NEW | CL A | 571903202 | 5491 | 129055 | SH |
| MARTIN MARIETTA MATLS INC | COM | 573284106 | 9823 | 212800 | SH |
| MASCO CORP | COM | 574599106 | 3093 | 101601 | SH |
| MATTEL INC | COM | 577081102 | 2836 | 153789 | SH |
| MAXIM INTEGRATED PRODS INC | COM | 57772K101 | 3108 | 66162 | SH |
| MAYTAG CORP | COM | 578592107 | 780 | 24712 | SH |
| MCDONALDS CORP | COM | 580135101 | 14460 | 506142 | SH |
| MCGRAW HILL COS INC | COM | 580645109 | 3734 | 49039 | SH |
| MEADWESTVACO CORP | COM | 583334107 | 20387 | 720654 | SH |
| MEDICAL STAFFING NETWK HLDGS | COM | 58463F104 | 8624 | 1095794 | SH |
| MEDIMMUNE INC | COM | 584699102 | 1996 | 86468 | SH |
| MEDTRONIC INC | COM | 585055106 | 55113 | 1154204 | SH |
| MELLON FINL CORP | COM | 58551A108 | 230174 | 7356154 | SH |
| MERCK & CO INC | COM | 589331107 | 75107 | 1699631 | SH |
| MERRILL LYNCH & CO INC | COM | 590188108 | 23799 | 399586 | SH |
| METLIFE INC | COM | 59156R108 | 20777 | 582319 | SH |
| METTLER TOLEDO INTERNATIONAL | COM | 592688105 | 18043 | 406367 | SH |
| MICHAELS STORES INC | COM | 594087108 | 10794 | 222000 | SH |
| MICROSOFT CORP | COM | 594918104 | 912138 | 36587985 | SH |
| MICROCHIP TECHNOLOGY INC | COM | 595017104 | 4333 | 164000 | SH |
| MICRON TECHNOLOGY INC | COM | 595112103 | 359 | 21510 | SH |
| MILLENNIUM PHARMACEUTICALS I | COM | 599902103 | 845 | 50000 | SH |
| MOBILE TELESYSTEMS OJSC | SPONSORED ADR | 607409109 | 12496 | 95029 | SH |
| MOLEX INC | CL A | 608554200 | 304836 | 11701962 | SH |
| MORGAN STANLEY | COM NEW | 617446448 | 160539 | 2801724 | SH |
| MOTOROLA INC | COM | 620076109 | 14415 | 819059 | SH |
| MURPHY OIL CORP | COM | 626717102 | 1889 | 30000 | SH |
| NATIONAL COMMERCE FINL CORP | COM | 63545P104 | 9069 | 317000 | SH |
| NATIONAL SEMICONDUCTOR CORP | COM | 637640103 | 7186 | 161734 | SH |
| NATIONWIDE FINL SVCS INC | CL A | 638612101 | 5408 | 150000 | SH |
| NAVIGANT INTL INC | COM | 63935R108 | 11894 | 660033 | SH |
| NEIMAN MARCUS GROUP INC | CL A | 640204202 | 7446 | 138050 | SH |
| NEW YORK CMNTY BANCORP INC | COM | 649445103 | 5485 | 160000 | SH |
| NEW YORK TIMES CO | CL A | 650111107 | 10930 | 247294 | SH |
| NEWCASTLE INVT CORP | COM | 65105M108 | 25275 | 750000 | SH |
| NEWELL RUBBERMAID INC | COM | 651229106 | 1930 | 83169 | SH |
| NEWMONT MINING CORP | COM | 651639106 | 137649 | 2951949 | SH |
| NEWS CORP LTD | ADR NEW | 652487703 | 1883 | 52326 | SH |
| NEWTEK BUSINESS SVCS INC | COM | 652526104 | 212 | 40750 | SH |
| NEXTEL COMMUNICATIONS INC | CL A | 65332V103 | 9679 | 392509 | SH |
| NIKE INC | CL B | 654106103 | 5960 | 76535 | SH |
| NORTH FORK BANCORPORATION NY | COM | 659424105 | 11648 | 275228 | SH |
| NORTHROP GRUMMAN CORP | COM | 666807102 | 136868 | 1390652 | SH |
| NOVELL INC | COM | 670006105 | 1303 | 114526 | SH |
| NOVELLUS SYS INC | COM | 670008101 | 10399 | 328362 | SH |
| OGE ENERGY CORP | COM | 670837103 | 10576 | 400000 | SH |
| OCCIDENTAL PETE CORP DEL | COM | 674599105 | 14913 | 323852 | SH |
| OLD REP INTL CORP | COM | 680223104 | 13942 | 567687 | SH |
| OMNICOM GROUP INC | COM | 681919106 | 88349 | 1100917 | SH |
| OPEN JT STK CO-VIMPEL COMMUN | SPONSORED ADR | 68370R109 | 9519 | 91537 | SH |
| ORACLE CORP | COM | 68389X105 | 275194 | 22932868 | SH |
| OXFORD HEALTH PLANS INC | COM | 691471106 | 1221 | 25000 | SH |
| PG&E CORP | COM | 69331C108 | 9748 | 336482 | SH |
| PNC FINL SVCS GROUP INC | COM | 693475105 | 5510 | 99424 | SH |
| POSCO | SPONSORED ADR | 693483109 | 21166 | 598074 | SH |
| PPG INDS INC | COM | 693506107 | 6897 | 118294 | SH |

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| PPL CORP | COM | 69351T106 | 3701 | 81155 | SH |
| PACCAR INC | COM | 693718108 | 5041 | 89935 | SH |
| PACTIV CORP | COM | 695257105 | 7305 | 328297 | SH |
| PAYCHEX INC | COM | 704326107 | 107941 | 3032047 | SH |
| PEABODY ENERGY CORP | COM | 704549104 | 4816 | 103556 | SH |
| PEOPLESOFT INC | COM | 712713106 | 7923 | 428492 | SH |
| PEPCO HOLDINGS INC | COM | 713291102 | 5959 | 291525 | SH |
| PEPSI BOTTLING GROUP INC | COM | 713409100 | 33150 | 1114277 | SH |
| PEPSICO INC | COM | 713448108 | 591255 | 10979666 | SH |
| PER-SE TECHNOLOGIES INC | COM NEW | 713569309 | 170 | 15175 | SH |
| PETROLEO BRASILEIRO SA PETRO | SPONSORED ADR | 71654V101 | 10702 | 362296 | SH |
| PETROLEO BRASILEIRO SA PETRO | SPONSORED ADR | 71654V408 | 21455 | 640456 | SH |
| PFIZER INC | COM | 717081103 | 1266543 | 36135307 | SH |
| PHARMION CORP | COM | 71715B409 | 26962 | 1196172 | SH |
| PHELPS DODGE CORP | COM | 717265102 | 10902 | 133502 | SH |
| PIONEER NAT RES CO | COM | 723787107 | 7945 | 245965 | SH |
| PITNEY BOWES INC | COM | 724479100 | 54994 | 1290626 | SH |
| PLUM CREEK TIMBER CO INC | COM | 729251108 | 4060 | 125000 | SH |
| POLYCOM INC | COM | 73172K104 | 2603 | 122651 | SH |
| PRAXAIR INC | COM | 74005P104 | 214321 | 5773737 | SH |
| PRINCIPAL FINANCIAL GROUP IN | COM | 74251V102 | 3895 | 109326 | SH |
| PROCTER & GAMBLE CO | COM | 742718109 | 205626 | 1960580 | SH |
| PROGRESS ENERGY INC | COM | 743263105 | 3788 | 80464 | SH |
| PROGRESSIVE CORP OHIO | COM | 743315103 | 6007 | 68576 | SH |
| PROXIM CORP | CL A | 744283102 | 98 | 55642 | SH |
| PRUDENTIAL FINL INC | COM | 744320102 | 70071 | 1564784 | SH |
| PUBLIC SVC ENTERPRISE GROUP | COM | 744573106 | 24697 | 525682 | SH |
| PUBLIC STORAGE INC | COM | 74460D109 | 4866 | 100000 | SH |
| PULTE HOMES INC | COM | 745867101 | 2044 | 36762 | SH |
| QUALCOMM INC | COM | 747525103 | 13121 | 197940 | SH |
| QUEST DIAGNOSTICS INC | COM | 74834L100 | 11899 | 143654 | SH |
| QWEST COMMUNICATIONS INTL IN | COM | 749121109 | 3686 | 855286 | SH |
| RF MICRODEVICES INC | COM | 749941100 | 2711 | 320500 | SH |
| RAYONIER INC | COM | 754907103 | 27390 | 626624 | SH |
| RAYTHEON CO | COM NEW | 755111507 | 424 | 13526 | SH |
| REGAL ENTMT GROUP | CL A | 758766109 | 7002 | 318541 | SH |
| REPUBLIC SVCS INC | COM | 760759100 | 17596 | 650000 | SH |
| REYNOLDS R J TOB HLDGS INC | COM | 76182K105 | 8984 | 148500 | SH |
| RITCHIE BROS AUCTIONEERS | COM | 767744105 | 2785 | 49563 | SH |
| ROCKWELL COLLINS INC | COM | 774341101 | 20904 | 661325 | SH |
| ROHM & HAAS CO | COM | 775371107 | 94328 | 2367661 | SH |
| ROYAL DUTCH PETE CO | NY REG EUR .56 | 780257804 | 1427 | 30000 | SH |
| SBC COMMUNICATIONS INC | COM | 78387G103 | 91225 | 3717392 | SH |
| SEI INVESTMENTS CO | COM | 784117103 | 5924 | 179500 | SH |
| SLM CORP | COM | 78442P106 | 233934 | 5589832 | SH |
| SPDR TR | UNIT SER 1 | 78462F103 | 19133 | 169168 | SH |
| SAFECO CORP | COM | 786429100 | 5011 | 116201 | SH |
| SAFEWAY INC | COM NEW | 786514208 | 9182 | 446160 | SH |
| SANMINA SCI CORP | COM | 800907107 | 5957 | 539627 | SH |
| SARA LEE CORP | COM | 803111103 | 1093 | 50010 | SH |
| SATYAM COMPUTER SERVICES LTD | ADR | 804098101 | 3683 | 179462 | SH |
| SCANA CORP NEW | COM | 80589M102 | 13204 | 373532 | SH |
| SCHEIN HENRY INC | COM | 806407102 | 5266 | 73874 | SH |
| SCHLUMBERGER LTD | COM | 806857108 | 393332 | 6160256 | SH |
| SCRIPPS E W CO OHIO | CL A | 811054204 | 6082 | 60151 | SH |
| SEALED AIR CORP NEW | COM | 81211K100 | 9486 | 190752 | SH |
| SEARS ROEBUCK & CO | COM | 812387108 | 1236 | 28769 | SH |
| SELECT SECTOR SPDR TR | SBI INT-FINL | 81369Y605 | 11646 | 396113 | SH |
| SELECT SECTOR SPDR TR | SBI INT-INDS | 81369Y704 | 47417 | 1795412 | SH |
| SHERWIN WILLIAMS CO | COM | 824348106 | 2874 | 74784 | SH |
| SIEBEL SYS INC | COM | 826170102 | 3665 | 317880 | SH |
| SMITH & NEPHEW PLC | SPDN ADR NEW | 83175M205 | 7896 | 156237 | SH |

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|------------------------------|----------------|-----------|--------|----------|----|
| SNAP ON INC | COM | 833034101 | 625 | 19317 | SH |
| SOUTHERN CO | COM | 842587107 | 7636 | 250347 | SH |
| SOUTHTRUST CORP | COM | 844730101 | 6634 | 200000 | SH |
| SOUTHWEST AIRLS CO | COM | 844741108 | 33010 | 2322997 | SH |
| SPRINT CORP | PCS COM SER 1 | 852061506 | 4801 | 521863 | SH |
| STANCORP FINL GROUP INC | COM | 852891100 | 1327 | 20344 | SH |
| STANLEY WKS | COM | 854616109 | 1197 | 28040 | SH |
| STATE STR CORP | COM | 857477103 | 429990 | 8248419 | SH |
| STERICYCLE INC | COM | 858912108 | 4748 | 99000 | SH |
| STET HELLAS COMMUNICATIONS S | ADR | 859823106 | 346 | 16967 | SH |
| STORAGE TECHNOLOGY CORP | COM PAR \$0.10 | 862111200 | 1392 | 50000 | SH |
| SUN MICROSYSTEMS INC | COM | 866810104 | 5782 | 1386606 | SH |
| SUNGARD DATA SYS INC | COM | 867363103 | 7927 | 289295 | SH |
| SUNTRUST BKS INC | COM | 867914103 | 22314 | 320098 | SH |
| SYCAMORE NETWORKS INC | COM | 871206108 | 2653 | 650153 | SH |
| SYMANTEC CORP | COM | 871503108 | 11324 | 244588 | SH |
| SYNOPSYS INC | COM | 871607107 | 4338 | 151000 | SH |
| SYSCO CORP | COM | 871829107 | 21027 | 538457 | SH |
| TECO ENERGY INC | COM | 872375100 | 2195 | 150000 | SH |
| TXU CORP | COM | 873168108 | 4776 | 166630 | SH |
| TAIWAN SEMICONDUCTOR MFG LTD | SPONSORED ADR | 874039100 | 42893 | 4108537 | SH |
| TARGET CORP | COM | 87612E106 | 502731 | 11161879 | SH |
| TELE NORTE LESTE PART S A | SPON ADR PFD | 879246106 | 551 | 42464 | SH |
| TELEFONICA S A | SPONSORED ADR | 879382208 | 5813 | 127647 | SH |
| TELEFONOS DE MEXICO S A | SPON ADR ORD L | 879403780 | 5247 | 150291 | SH |
| TELEPHONE & DATA SYS INC | COM | 879433100 | 7431 | 104854 | SH |
| TELEMIG CELULAR PART S A | SPON ADR PFD | 87944E105 | 2478 | 63387 | SH |
| TELESP CELULAR PART S A | SPON ADR PFD | 87952L108 | 9699 | 1062315 | SH |
| TENET HEALTHCARE CORP | COM | 88033G100 | 3348 | 300000 | SH |
| TEVA PHARMACEUTICAL INDS LTD | ADR | 881624209 | 49536 | 781700 | SH |
| TEXAS INSTRS INC | COM | 882508104 | 46906 | 1605287 | SH |
| TEXTRON INC | COM | 883203101 | 10693 | 201188 | SH |
| THERMO ELECTRON CORP | COM | 883556102 | 21914 | 774880 | SH |
| 3COM CORP | COM | 885535104 | 2810 | 398000 | SH |
| 3M CO | COM | 88579Y101 | 106280 | 1298156 | SH |
| TIME WARNER INC | COM | 887317105 | 151733 | 8999614 | SH |
| TORCHMARK CORP | COM | 891027104 | 11438 | 212643 | SH |
| TRAVELERS PPTY CAS CORP NEW | CL B | 89420G406 | 40105 | 2322249 | SH |
| TRIBUNE CO NEW | COM | 896047107 | 92634 | 1836528 | SH |
| TYCO INTL LTD NEW | COM | 902124106 | 71793 | 2505863 | SH |
| TYSON FOODS INC | CL A | 902494103 | 3610 | 200000 | SH |
| US BANCORP DEL | COM NEW | 902973304 | 174826 | 6322839 | SH |
| UNION PAC CORP | COM | 907818108 | 118770 | 1985455 | SH |
| UNISYS CORP | COM | 909214108 | 103786 | 7267941 | SH |
| UNITED DEFENSE INDS INC | COM | 91018B104 | 10470 | 329349 | SH |
| UNITED PARCEL SERVICE INC | CL B | 911312106 | 18897 | 270580 | SH |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 354584 | 4108738 | SH |
| UNITEDGLOBALCOM | CL A | 913247508 | 2123 | 250000 | SH |
| UNITEDHEALTH GROUP INC | COM | 91324P102 | 186869 | 2899899 | SH |
| UNIVISION COMMUNICATIONS INC | CL A | 914906102 | 3697 | 112000 | SH |
| UNOCAL CORP | COM | 915289102 | 5632 | 151081 | SH |
| VALERO ENERGY CORP NEW | COM | 91913Y100 | 7229 | 120559 | SH |
| VASOGEN INC | COM | 92232F103 | 3394 | 555556 | SH |
| VERITAS SOFTWARE CO | COM | 923436109 | 7480 | 277949 | SH |
| VERIZON COMMUNICATIONS | COM | 92343V104 | 249710 | 6833877 | SH |
| VIACOM INC | CL B | 925524308 | 351328 | 8960167 | SH |
| VIAD CORP | COM | 92552R109 | 18137 | 750377 | SH |
| VISHAY INTERTECHNOLOGY INC | COM | 928298108 | 2919 | 136786 | SH |
| VODAFONE GROUP PLC NEW | SPONSORED ADR | 92857W100 | 555030 | 23223001 | SH |
| VORNADO RLTY TR | SH BEN INT | 929042109 | 4536 | 75000 | SH |
| WACHOVIA CORP 2ND NEW | COM | 929903102 | 118144 | 2513695 | SH |
| WADDELL & REED FINL INC | CL A | 930059100 | 19059 | 777300 | SH |

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| WAL MART STORES INC | COM | 931142103 | 451167 | 7558498 | SH |
| WALGREEN CO | COM | 931422109 | 5840 | 177237 | SH |
| WASHINGTON MUT INC | COM | 939322103 | 15055 | 352496 | SH |
| WASTE MGMT INC DEL | COM | 94106L109 | 144849 | 4799514 | SH |
| WATSON PHARMACEUTICALS INC | COM | 942683103 | 8104 | 189390 | SH |
| WEBMD CORP | COM | 94769M105 | 9934 | 1117451 | SH |
| WEIGHT WATCHERS INTL INC NEW | COM | 948626106 | 4819 | 114000 | SH |
| WELLPOINT HEALTH NETWORK NEW | COM | 94973H108 | 44165 | 388366 | SH |
| WELLS FARGO & CO NEW | COM | 949746101 | 261584 | 4615914 | SH |
| WESTWOOD ONE INC | COM | 961815107 | 5625 | 191004 | SH |
| WEYERHAEUSER CO | COM | 962166104 | 149642 | 2284605 | SH |
| WHIRLPOOL CORP | COM | 963320106 | 1433 | 20806 | SH |
| WILLIAMS SONOMA INC | COM | 969904101 | 4549 | 133000 | SH |
| WISCONSIN ENERGY CORP | COM | 976657106 | 8841 | 275000 | SH |
| WRIGLEY WM JR CO | COM | 982526105 | 9740 | 164745 | SH |
| WYETH | COM | 983024100 | 501380 | 13352322 | SH |
| XILINX INC | COM | 983919101 | 4269 | 113051 | SH |
| YAHOO INC | COM | 984332106 | 97970 | 2021252 | SH |
| ZIMMER HLDGS INC | COM | 98956P102 | 18686 | 253272 | SH |
| ZIONS BANCORPORATION | COM | 989701107 | 15325 | 268393 | SH |