

TRUSTEES OF GENERAL ELECTRIC PENSION TRUST
Form SC 13G/A
February 14, 2003

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)

Certegy Inc.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

156880106

(CUSIP Number)

December 31, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 156880106

1. NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

General Electric Pension Trust
I.R.S. # 14-6015763

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) O
(b) X

3. SEC USE ONLY
-

4. CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

5. SOLE VOTING POWER

None

NUMBER OF SHARES
BENE-FICIALLY OWNED BY
EACH REPORTING PERSON
WITH:

6. SHARED VOTING POWER

1,758,000

7. SOLE DISPOSITIVE POWER.

None

8. SHARED DISPOSITIVE POWER.

1,758,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,758,000

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

0

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.65% (6.82% if aggregated with the shares beneficially owned by other Reporting Persons (as defined in the Introductory Note))

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

EP

CUSIP NO. 156880106

1. NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

GE Asset Management Incorporated, as Investment Manager of GEPT (as defined below) and Investment Adviser to certain other entities and accounts
I.R.S. #06-1238874

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY
-

4. CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5. SOLE VOTING POWER

2,554,264

NUMBER OF SHARES
BENE-FICIALLY OWNED BY
EACH REPORTING PERSON
WITH:

6. SHARED VOTING POWER

1,971,036

7. SOLE DISPOSITIVE POWER.

2,554,264

8. SHARED DISPOSITIVE POWER.

1,971,036

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,525,300

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

0

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.82%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA, CO

CUSIP No. 156880106

1. NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

General Electric Company
I.R.S. #14-0689340

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY
-

4. CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

5. SOLE VOTING POWER
None
-

- NUMBER OF SHARES
BENE-FICIALLY OWNED BY EACH
REPORTING PERSON WITH:
6. SHARED VOTING POWER
Disclaimed (see 9 below)
-

7. SOLE DISPOSITIVE POWER.
None
-

8. SHARED DISPOSITIVE POWER.
Disclaimed (see 9 below)
-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Beneficial ownership of all shares disclaimed by General Electric Company

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

Disclaimed (see 9 above)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Not Applicable (see 9 above)

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP NO. 156880106

1. NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

GE Frankona Rückversicherungs AG
I.R.S. #

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) o
(b) x

3. SEC USE ONLY
-

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Federal Republic of Germany

5. SOLE VOTING POWER

None

NUMBER OF SHARES
BENE-FICIALLY OWNED BY
EACH REPORTING PERSON
WITH:

6. SHARED VOTING POWER

101,600

7. SOLE DISPOSITIVE POWER.

None

8. SHARED DISPOSITIVE POWER.

101,600

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

101,600

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.15% (6.82% if aggregated with the shares beneficially owned by the other Reporting Persons)

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP NO. 156880106

1. NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

General Electric Mortgage Insurance Corporation
I.R.S. #

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) o
(b) x

3. SEC USE ONLY
-

4. CITIZENSHIP OR PLACE OF ORGANIZATION

State of North Carolina

5. SOLE VOTING POWER

None

NUMBER OF SHARES
BENE-FICIALLY OWNED BY
EACH REPORTING PERSON
WITH:

6. SHARED VOTING POWER

71,436

7. SOLE DISPOSITIVE POWER.

None

8. SHARED DISPOSITIVE POWER.

71,436

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

71,436

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

0

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.11% (6.82% if aggregated with the shares beneficially owned by the other Reporting Persons)

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO, IC

CUSIP NO. 156880106

1. NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

GE Financial Assurance Holdings, Inc.
I.R.S. # 54-1829180

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) o
(b) x

3. SEC USE ONLY
-

4. CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5. SOLE VOTING POWER

None

NUMBER OF SHARES
BENE-FICIALLY OWNED BY
EACH REPORTING PERSON
WITH:

6. SHARED VOTING POWER

40,000

7. SOLE DISPOSITIVE POWER.

None

8. SHARED DISPOSITIVE POWER.

40,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

40,000

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

0

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.06% (6.82% if aggregated with the shares beneficially owned by the other Reporting Persons)

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO, IC

INTRODUCTORY NOTE: This Amendment No. 1 amends the Statement on Schedule 13G filed on behalf of General Electric Company, a New York corporation ("GE"), GE Asset Management Incorporated, a Delaware corporation and a wholly owned subsidiary of GE ("GEAM"), General Electric Pension Trust, a New York common law trust ("GEPT"), General Electric Capital Services, Inc., General Electric Mortgage Insurance Corporation, a North Carolina corporation and an indirect wholly owned subsidiary of GE ("GEMI"), GE Frankona Rückversicherungs AG, a company organized under the laws of the Federal Republic of Germany and an indirect wholly owned subsidiary of GE ("GEFR") and GE Financial Assurance Holdings, Inc., a Delaware corporation and an indirect wholly owned subsidiary of GE ("GEFA"), on February 14, 2002 (as amended, the "Schedule 13G"). GEAM is a registered investment adviser and acts as Investment Manager of GEPT, GEMI, GEFA and GEFR and as Investment Adviser to certain other entities and accounts. GEAM may be deemed to be the beneficial owner of 1,758,000 shares of Common Stock of Certegy Inc. (the "Issuer") owned by GEPT, of 71,436 shares of Common Stock the Issuer owned by GEMI, of 40,000 shares of Common Stock of the Issuer owned by GEFA, of 101,600 shares of Common Stock of the Issuer owned by GEFR and of 2,554,264 shares of Common Stock of the Issuer owned by such other entities and accounts. GEAM, GEPT, GEMI, GEFR and GEFA each expressly disclaim that they are members of a "group." GE disclaims beneficial ownership of all shares and expressly disclaims that it is a member of a "group."

The Items from the Schedule 13G are hereby amended to read as follows:

Item 2(a) Name of Person Filing

General Electric Pension Trust

GE Asset Management Incorporated as Investment Manager of GEPT, GEMI, GEFA and GEFR and as Investment Adviser to certain entities and accounts

General Electric Company

General Electric Mortgage Insurance Corporation

GE Frankona Rückversicherungs AG

GE Financial Assurance Holdings, Inc.

Item 2(b) Address of Principal Business Office or, if none, Residence

The address of the principal offices of GEPT and GEAM is 3003 Summer Street, Stamford, Connecticut 06905. The address of the principal offices of General Electric Company is 3135 Easton Turnpike, Fairfield, Connecticut 06431. The address of the principal offices of GEMI is 6601 Six Forks Road, Raleigh, North Carolina 27615. The address of the principal offices of GEFR is Maria-Theresia-Strasse 35, D-81675 München, Germany. The address of the principal offices of GEFA is 6620 W. Broad Street, Richmond, VA 23230.

Item 2(c) Citizenship

General Electric Pension Trust - New York common law trust

GE Asset Management Incorporated - Delaware corporation

General Electric Company - New York corporation

General Electric Mortgage Insurance Corporation North Carolina corporation

GE Frankona Rückversicherungs AG Federal Republic of Germany company

GE Financial Assurance Holdings, Inc. Delaware corporation

Item 4 **Ownership**

| | | <u>GEPT</u> | <u>GEAM</u> | <u>GEFA</u> | <u>GE</u> |
|-------|---|-------------|-------------|-------------|------------|
| (a) | Amount beneficially owned | 1,758,000 | 4,525,300 | 40,000 | Disclaimed |
| (b) | Percent of class | 2.65% | 6.82% | 0.06% | Disclaimed |
| (c) | No. of shares to which person has | | | | |
| (i) | sole power to vote or direct the vote | None | 2,554,264 | None | None |
| (ii) | shared power to vote or direct the vote | 1,758,000 | 1,971,036 | 40,000 | Disclaimed |
| (iii) | sole power to dispose or to direct disposition | None | 2,554,264 | None | None |
| (iv) | share power to dispose or to direct disposition | 1,758,000 | 1,971,036 | 40,000 | Disclaimed |

Item 4 **Ownership**

| | | <u>GEFR</u> | <u>GEMI</u> | <u>GE</u> |
|-------|--|-------------|-------------|------------|
| (a) | Amount beneficially owned | 101,600 | 71,436 | Disclaimed |
| (b) | Percent of class | 0.15% | 0.11% | Disclaimed |
| (c) | No. of shares to which person has | | | |
| (i) | sole power to vote or direct the vote | None | None | None |
| (ii) | shared power to vote or direct the vote | 101,600 | 71,436 | Disclaimed |
| (iii) | sole power to dispose or to direct disposition | None | None | None |
| (iv) | shared power to dispose or to direct disposition | 101,600 | 71,436 | Disclaimed |

Item 10 **Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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GENERAL ELECTRIC MORTGAGE INSURANCE
CORPORATION

By: GE Asset Management Incorporated,
its Investment Manager

By: /s/ Michael M. Pastore

Name: Michael M. Pastore

Title: Vice President

GE FINANCIAL ASSURANCE HOLDINGS, INC.

By: GE Asset Management Incorporated,
its Investment Manager

By: /s/ Michael M. Pastore

Name: Michael M. Pastore

Title: Vice President

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JOINT FILING AGREEMENT

This will confirm the agreement by and between all the undersigned that the Schedule 13G on or about this date and any amendments thereto with respect to the beneficial ownership by the undersigned of shares of the Common Stock of Certegy Inc. is being filed on behalf of each of the undersigned.

Dated: February 14, 2003

GENERAL ELECTRIC PENSION TRUST

By: GE Asset Management Incorporated,
its Investment Manager

By: /s/ Michael M. Pastore

Name: Michael M. Pastore
Title: Vice President

GE ASSET MANAGEMENT INCORPORATED

By: /s/ Michael M. Pastore

Name: Michael M. Pastore
Title: Vice President

GENERAL ELECTRIC COMPANY

By: /s/ John H. Myers

Name: John H. Myers
Title: Vice President

GE FRANKONA RÜCKVERSICHERUNGS AG

By: GE Asset Management Incorporated,
its Investment Manager

By: /s/ Michael M. Pastore

Name: Michael M. Pastore
Title: Vice President

TRUSTEES OF GENERAL ELECTRIC PENSION TRUST

3003 Summer Street, P.O. Box 7900
Stamford, Connecticut 06904

The names of the Trustees of General Electric Pension Trust are as follows:

Eugene K. Bolton

Michael J. Cosgrove

Ralph R. Layman

Alan M. Lewis

Robert A. MacDougall

John H. Myers

Donald W. Torey

John J. Walker