UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-3010

DIVISION OF
CORPORATION FINANCE

January 29, 2009

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

Re: General Electric Company
Incoming letter dated December 5, 2008

Dear Mr. Mueller:

This is in response to your letter dated December 5, 2008 concerning the shareholder proposal submitted to GE by Lauren M. Rocheleau. We also have received a letter from the proponent dated January 1, 2009. 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,

Heather L. Maples
Senior Special Counsel

Enclosures

cc: Lauren M. Rocheleau

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

January 29, 2009

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: General Electric Company
Incoming letter dated December 5, 2008

The proposal seeks a specified reading of Section 3 of GE's Governance Principles.

There appears to be some basis for your view that GE may exclude the proposal under rule 14a-8(i)(8). We note that the proposal, together with the supporting statement, appears to question the business judgment of a board member whom GE expects to nominate for reelection at the upcoming annual meeting of shareholders. Accordingly, we will not recommend enforcement action to the Commission if GE omits the proposal from its proxy materials in reliance on rule 14a-8(i)(8).

Sincerely,

Damon Colbert
Attorney-Adviser

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.

RECEIVED
2009 JAN 22 PM 3:39
OFFICE OF CHIEF COUNSEL
CORPORATION FINANCE

January 1, 2009

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20545

Dear Ladies and Gentlemen:

This is in response to Gibson, Dunn & Crutcher's letter to you dated 12/05/08 on behalf of General Electric, client # C 32016-00092, arguing for the exclusion of my proxy proposal from GE's 2009 proxy materials.

I am willing to modify my proposal in a number of ways if by doing it no longer falls within the ambit of the Pepsico, Inc case cited. Specifically, I will: A) remove Ms. Fudge's name from the supporting statement; she is not the target of my proposal, but an egregious example of the current language's ineffectiveness; B) change the effective date of the proposal from "immediately" to May 1, 2009; and C) change the base line position from that held "initially" to that held at the time of most recent election. I am willing to discuss these modifications with both you and the representatives of General Electric… although I suspect they are for exclusion only.

My objective is a simple one: give effect to the good governance that GE claims to want. Last year the company asserted that the governance principle meant to cover only the assumption of additional duties. Now the company goes even further and claims any such resignation is "… at the discretion of such Director…" If a director is booted from his job for malfeasance or incompetence, for example, should we then rely upon that very Director's good judgment, decency and discretion? I think not.

Thank you for your consideration of my views.

Sincerely,

Lauren M. Rocheleau

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

GIBSON, DUNN & CRUTCHER LLP

LAWYERS

A REGISTERED LIMITED LIABILITY PARTNERSHIP
INCLUDING PROFESSIONAL CORPORATIONS

1050 Connecticut Avenue, N.W. Washington, D.C. 20036-5306
(202) 955-8500
www.gibsondunn.com

rmueller@gibsondunn.com

December 5, 2008

Direct Dial
(202) 955-8671

Fax No.
(202) 530-9569

Client No.
C 32016-00092

VIA HAND DELIVERY
Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: *Shareowner Proposal of Lauren M. Rocheleau*
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 2009 Annual Shareowners Meeting (collectively, the "2009 Proxy Materials") a shareowner proposal and statements in support thereof (the "Proposal") received from Lauren M. Rocheleau (the "Proponent").

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

- enclosed herewith six (6) copies of this letter and its attachments;
- 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 2009 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.

THE PROPOSAL

The Proposal requests that Section 3 of the Company's Governance Principles be read to require that any director who no longer remains in the executive position (or a substantially similar position) held at the time of his or her initial election be required to resign immediately, rather than such resignation being at the discretion of such director as the Governance Principles currently provide. A copy of the Proposal, as well as related correspondence from the Proponent, is attached to this letter as Exhibit A.

BASIS FOR EXCLUSION

We hereby respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2009 Proxy Materials pursuant to Rule 14a-8(i)(8) because the Proposal relates to the election of a director.

ANALYSIS

The Proposal May Be Excluded under Rule 14a-8(i)(8) Because the Proposal Relates to the Election of a Director.

A. Background—Rule 14a-8(i)(8) and the Company's Board of Directors

We believe the Proposal is excludable pursuant to Rule 14a-8(i)(8), which permits the exclusion of shareowner proposals "relat[ing] to a nomination or an election for membership on the company's board of directors or analogous governing body or a procedure for such nomination or election." The purpose of the exclusion is to ensure that the shareowner proposal process is not used to circumvent more elaborate rules governing election contests. The Commission has stated, "the principal purpose of this provision is to make clear, with respect to corporate elections, that Rule 14a-8 is not the proper means for conducting campaigns or effecting reforms in elections . . . since other proxy rules . . . are applicable thereto." Exchange Act Release No. 12598 (July 7, 1976).

The Proposal, read together with its supporting statement, targets Ann Fudge, a current member of the Company's Board of Directors (the "Board"), whom the Company expects the Board to nominate for reelection at the 2009 Annual Meeting of Shareowners. She is mentioned twice by name in the supporting statement where the Proponent asserts that Ms. Fudge is unsuitable for service on the Board—that she should have resigned from the Board in 2006, and that her continued presence on the Board "besmirche[s]" the Company. Moreover, if implemented, the Proposal would require Ms. Fudge to tender her resignation.

As set forth below, the Staff has consistently concurred in the exclusion of shareowner proposals that are intended to question the business judgment and suitability of a particular director and those proposals that operate to prevent the election of only some of the directors nominated for reelection at the annual meeting. Thus, we believe that the Proposal is excludable from the 2009 Proxy Materials in reliance on Rule 14a-8(i)(8) as relating to the election of a director to the Board.

B. Exclusion of the Proposal

The Proposal provides:

> RESOLVED: That the Company's Governance Principle set forth in Section 3. Qualifications to the effect that "Directors should offer their resignation in the event of **ANY** significant change in their personal circumstances, including a change in their principal job responsibilities." [emphasis added by Proponent], will, effective immediately, be read to require that any director who, for any reason other than a readily recognizable normal retirement, no longer remains in the executive position held at the time of initial election, or a substantially similar position or higher office with the same or an equivalent employer (including such positions outside the corporate world), resign immediately from the GE Board. If all other directors unanimously vote by secret ballot to refuse such resignation, and the Board then provides a written, public explanation for its vote, the director in question may remain if he or she so decides.

Although the Proposal is phrased in general terms, the supporting statement leaves no doubt as to how the Proponent intends for it to operate. It states, "Our Company's interpretation of [Section] 3 . . . as it [was] applied to Director Ann Fudge was at best a tortured reading . . . and at worst an endorsement of poor performance. . . ." The supporting statement goes on to state, referring to Ms. Fudge's retirement from her previous employer, that "[w]e should take the necessary steps to extirpate instances of the former from the ranks of our Directors . . . ."

Moreover, the Proposal is the most recent effort in an ongoing campaign by the Proponent's father, in which the Proponent has cooperated, targeting Ms. Fudge. For example, the Proponent's father, Dennis Rocheleau, submitted two proposals for consideration at the Company's 2008 Annual Shareowners Meeting. *See General Electric Co.* (avail. Jan. 9, 2008). Like the Proposal, both of Mr. Rocheleau's 2008 proposals targeted Ms. Fudge. In fact, one of the proposals specifically stated, "in short, we don't need Ann Fudge." When the Company notified Mr. Rocheleau that Rule 14a-8(c) limits shareowner proponents to the submission of only one proposal for consideration a particular company's annual meeting, Mr. Rocheleau responded that "I will withdraw [the second proposal] and have my daughter, Lauren, file [the first proposal]." These circumstances clearly indicate that the Proponent is cooperating with her father in an ongoing campaign directed toward Ms. Fudge.

The Staff consistently has permitted companies to exclude shareowner proposals that request or require the resignation of one or more specific directors who are standing for election at the same meeting at which the proposal will be considered. For example, in a situation very similar to the one at issue, in *PepsiCo, Inc.* (avail. Feb. 1, 1999), the company received a shareowner proposal requesting that the board of directors "establish a policy that board members shall submit a resignation if their individual professional responsibilities change through ouster, or resignation due to shareholder pressure." As in the present instance, the proponent in *PepsiCo* phrased the proposal to appear broad and generic, but the supporting statement indicated that the proposal was directed against two incumbent directors, noting that the company's board included "two CEOs who were ousted from their own places of employment. We believe that directors should submit a resignation under circumstances such as these." In concurring that the proposal was excludable under Rule 14a-8(i)(8), the Staff noted that "the proposal, together with the supporting statement, appears to question the ability of two members of the board who PepsiCo indicates will stand for reelection at the upcoming annual meeting to fulfill the obligations of directors." This is consistent with several other no-action letters that have permitted the exclusion of proposals under Rule 14a-8(i)(8) that required or requested resignation of board members. *See, e.g.*, *CA, Inc.* (avail. June 20, 2006) (concurring in the exclusion of a proposal that requested that two members of the board be removed pursuant to a provision of the Delaware General Corporation Law); *Second Bancorp Inc.* (avail. Feb. 12, 2001) (permitting exclusion of a proposal that called for the resignation of an incumbent director); *U.S. Bancorp* (avail. Feb. 27, 2000) (granting no-action relief for a proposal that mandated the removal of the company's officers and directors); *Staodyn, Inc.* (avail. Feb. 9, 1998) (allowing exclusion of a proposal that recommended the removal of non-employee members of the board for cause); *ChemTrak Inc.* (avail. Mar. 10, 1997) (concurring in the omission of a proposal that requested the board of directors to accept the resignation of the current chairman); *Target Corp.* (avail. Feb. 10, 1997) (concurring in the exclusion of a proposal that requested the resignation of all members of the board).

In addition, the Staff has consistently allowed exclusion of proposals that question the personal suitability of a specific individual to serve on the board, including instances where only the supporting statement contained the director-specific information. *See PepsiCo* (noted above); *Brocade Communication Systems, Inc.* (avail. Jan. 31, 2007); *Exxon-Mobil Corp.* (avail. Mar. 20, 2002); *AT&T Corp.* (avail. Feb. 13, 2001); *Honeywell International Inc.* (avail. Mar. 2, 2000) (where, in each case, the Staff concurred that the proposal at issue was excludable under Rule 14a-8(i)(8), noting that "the proposal, together with the supporting statement" appeared to "question the business judgment" of a board member who would stand for re-election at the upcoming annual meeting of shareowners). *See also Black and Decker Corp.* (avail. Jan. 1, 1997) (allowing exclusion of a proposal that questioned the independence of board members where contentions in the supporting statement questioned the business judgment, competence and service of a CEO standing for re-election to the board); *Delta Air Lines, Inc.* (avail. Jul. 21, 1992) (concurring in the exclusion of a shareowner proposal that "calls into question the qualifications of at least one director for re-election and thus the proposal may be

deemed an effort to oppose the management's solicitation on behalf of the re-election of this person" in reliance on the predecessor to Rule 14a-8(i)(8)).

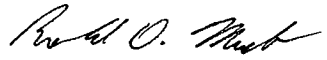
Here again, the facts are substantially similar to those in *PepsiCo* and the other precedent cited above. The Proposal requests that the Company's Governance Principles be read to require the immediate resignation of any director who no longer remains in the executive position held at the time of his or her initial election, or a substantially similar or higher office. As the company noted in its letter to the Staff in *PepsiCo*, the Proponent here has "carefully constructed the wording of the resolution so that it appears to be a broad, generic proposal establishing a certain criteria for board membership." However, when viewed with the language in the supporting statement quoted above, it is clear the Proposal targets Ms. Fudge, whom the Company expects the Board to nominate for reelection at the 2009 Annual Meeting of Shareowners. Based on the well-established precedent set forth above, the Staff views the proposal and supporting statement together when evaluating the excludability of shareowner proposals under Rule 14a-8(i)(8). As such, we believe the Proposal attempts to question the ability and suitability of a current member of the Board who is expected to be nominated for reelection at the 2009 Annual Meeting of Shareowners. Accordingly, the Proposal is excludable from the 2009 Proxy Materials under Rule 14a-8(i)(8).

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 2009 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) 995-8671, or Craig T. Beazer, the Company's Counsel, Corporate & Securities, at (203) 373-2465.

Sincerely,



Ronald O. Mueller

ROM/csh
Enclosures

cc: Craig T. Beazer, General Electric Company
Lauren M. Rocheleau

EXHIBIT A

RECEIVED

SEP 09 2008

B. B. DENNISTON III

September 5, 2008

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

Dear Mr. Denniston:

In accordance with the provision set forth on page 44 of the 2008 Proxy Statement, I would like to submit the attached shareowner proposal for inclusion in next year's Proxy Statement. I believe I meet the SEC criteria for submission and intend to hold my current shares through the date of the 2009 Annual Meeting. If, however, I am wrong in that regard, please so inform me promptly.

Thank you very much.

Sincerely,

Lauren M. Rocheleau

Lauren M. Rocheleau

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

SHAREOWNER PROPOSAL OF LAUREN M. ROCHELEAU

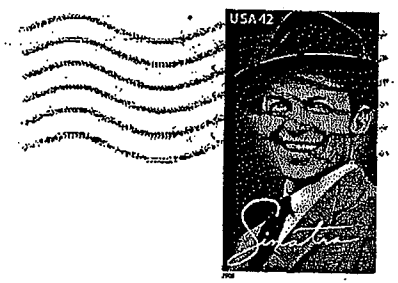
RESOLVED: That the Company's Governance Principle set forth in Section 3. Qualifications to the effect that "Directors should offer their resignation in the event of **ANY** significant change in their personal circumstances, including a change in their principal job responsibilities." (emphasis added), will, effective immediately, be read to require that any director who, for any reason other than a readily recognizable normal retirement, no longer remains in the executive position held at the time of initial election, or a substantially similar position or higher office with the same or an equivalent employer (including such positions outside the corporate world), resign immediately from the GE Board. If all other directors unanimously vote by secret ballot to refuse such resignation, and the Board then provides a written, public explanation for its vote, the director in question may remain if he or she so decides.

COMMENT: Our Company's interpretation of Governance Principle 3. Qualifications, insofar as it applied to Director Ann Fudge was at best a tortured reading of the English language and at worst an endorsement of poor performance. That is the antithesis of good governance. Director Fudge's so-called "retirement" from Y&R in 2006 stands in sharp contrast to the situation of Director Lazarus whose announced 2008 retirement is well-earned and the source of favorable press commentary. Accordingly, we should take the necessary steps to extirpate instances of the former from the ranks of our Directors and retain examples of the latter as long as we properly may. Once besmirched is enough.

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

NEW YORK NY 100

05 SEP 2008 PM 3 L



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

FWD

06828+0000