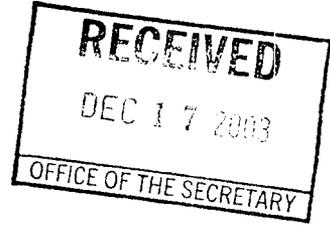




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Jeffrey E. Miller

December 15, 2003



BY E-MAIL

Mr. Jonathan G. Katz
Secretary
U.S. Securities and Exchange Commission
450 Fifth Street NW
Washington, DC 20549-0609

Re: File No. S7-19-03

Dear Mr. Katz:

On behalf of the General Electric Company, I appreciate this opportunity to provide comments on the Securities and Exchange Commission ("SEC") proposal to require companies to include shareholder nominees for election as director in company proxy materials under certain circumstances (the "Proposed Rules").

GE seeks to be a leader in corporate governance. We supported the enactment of the Sarbanes-Oxley Act of 2002, and we appreciate the SEC's efforts to implement the Sarbanes-Oxley Act. We also support the newly revised New York Stock Exchange and NASDAQ Stock Market, Inc. corporate governance listing standards, which we believe will foster sound corporate governance. Indeed, GE took the lead in endorsing the New York Stock Exchange's proposed corporate governance listing standards and implemented them well in advance of their effective date. In October, 2002, we issued a comprehensive set of governance documents which have been one post-Sarbanes-Oxley model for other companies to consider as they face governance issues.

In our view, the Sarbanes-Oxley Act and the major securities markets now require companies and their boards to implement good governance practices. With the increased independence of boards of directors, the strengthened role and independence of nominating committees and the enhancement of shareholder-director communications, we believe that the issues that led to calls for shareholder access to company proxy materials will be addressed. Put another way, it is important to allow the many changes in governance to take effect before determining whether a significant problem exists which requires this remedy, with its potential for significantly altering board dynamics and operations.

Consequently, we believe that the SEC should permit these reforms to be fully implemented and operational – and should study their impact and effectiveness – before adopting any additional governance requirements, including the Proposed Rules. Deferring consideration

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of the Proposed Rules would also enable the SEC and interested organizations such as the Business Roundtable to develop and analyze the data needed to fully understand the justification for, and the potential consequences of, the Proposed Rules.

Finally, we urge the SEC to extend the comment period for the Proposed Rules, as we believe the existing 60-day comment period is insufficient for interested parties to comprehensively review, comment and provide requested information on the Proposed Rules.

Thank you for considering our concerns. If you would like to discuss these comments or any other issue, please do not hesitate to contact Mike McAleve at (203) 373-2967.

Sincerely,



Jeffrey R. Immelt
Chairman and CEO, General Electric Company

cc: Hon. William H. Donaldson, Chairman, U.S. Securities and Exchange Commission
Hon. Paul Atkins, Commissioner
Hon. Roel Campos, Commissioner
Hon. Cynthia A. Glassman, Commissioner
Hon. Harvey Goldschmid, Commissioner
Giovanni P. Prezioso, General Counsel
Alan L. Beller, Director, Division of Corporation Finance