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United States Securities and Exchange Commission

WASHINGTON, D.C. 20549

FORM 10-K

(Mark One)

☑ Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2010

or

☐ Transition Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from __________ to __________

Commission file number 001-00035

General Electric Company

(Exact name of registrant as specified in charter)

New York		**14-0689340**
(State or other jurisdiction of incorporation or organization)		(I.R.S. Employer Identification No.)
3135 Easton Turnpike, Fairfield, CT	**06828-0001**	**203/373-2211**
(Address of principal executive offices)	(Zip Code)	(Telephone No.)

Securities Registered Pursuant to Section 12(b) of the Act:

Title of each class	**Name of each exchange on which registered**
Common stock, par value $0.06 per share	New York Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act:

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☑

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☑

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☑

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☑	Accelerated filer ☐
Non-accelerated filer ☐	Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☑

The aggregate market value of the outstanding common equity of the registrant as of the last business day of the registrant's most recently completed second fiscal quarter was $159.4 billion. Affiliates of the Company beneficially own, in the aggregate, less than one-tenth of one percent of such shares. There were 10,618,489,000 shares of voting common stock with a par value of $0.06 outstanding at January 31, 2011.

DOCUMENTS INCORPORATED BY REFERENCE

The definitive proxy statement relating to the registrant's Annual Meeting of Shareowners, to be held April 27, 2011, is incorporated by reference in Part III to the extent described therein.

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Report of Independent Registered Public Accounting Firm

To Shareowners and Board of Directors
of General Electric Company:

We have audited the accompanying statement of financial position of General Electric Company and consolidated affiliates ("GE") as of December 31, 2010 and 2009, and the related statements of earnings, changes in shareowners' equity and cash flows for each of the years in the three-year period ended December 31, 2010. We also have audited GE's internal control over financial reporting as of December 31, 2010, based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). GE management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on these consolidated financial statements and an opinion on GE's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the consolidated financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements appearing on pages 90, 92, 93, 95 and 97 – 193 and the Summary of Operating Segments table on page 38 present fairly, in all material respects, the financial position of GE as of December 31, 2010 and 2009, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2010, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, GE maintained, in all material respects, effective internal control over financial reporting as of December 31, 2010, based on criteria established in *Internal Control – Integrated Framework* issued by COSO.

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As discussed in Note 1 to the consolidated financial statements, GE, in 2010, changed its method of accounting for consolidation of variable interest entities; in 2009, changed its method of accounting for impairment of debt securities, business combinations and noncontrolling interests; and, in 2008, changed its method of accounting for fair value measurements and adopted the fair value option for certain financial assets and financial liabilities.

Our audits of GE's consolidated financial statements were made for the purpose of forming an opinion on the consolidated financial statements taken as a whole. The accompanying consolidating information appearing on pages 91, 94 and 96 is presented for purposes of additional analysis of the consolidated financial statements rather than to present the financial position, results of operations and cash flows of the individual entities. The consolidating information has been subjected to the auditing procedures applied in the audits of the consolidated financial statements and, in our opinion, is fairly stated in all material respects in relation to the consolidated financial statements taken as a whole.

/s/ KPMG LLP

Stamford, Connecticut
February 25, 2011

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Noncontrolling Interests

Noncontrolling interests in equity of consolidated affiliates includes common shares in consolidated affiliates and preferred stock issued by affiliates of GECC. Preferred shares that we are required to redeem at a specified or determinable date are classified as liabilities. The balance is summarized as follows:

December 31 (In millions)	2010	2009
Noncontrolling interests in consolidated affiliates		
NBC Universal	$ 3,040	$ 4,937
Others(a)	1,945	2,631
Preferred stock(b)		
GECC affiliates	277	277
Total	$ 5,262	$ 7,845

(a) Included noncontrolling interests in partnerships and common shares of consolidated affiliates.
(b) The preferred stock pays cumulative dividends at an average rate of 6.81%.

Changes to noncontrolling interests are as follows.

	Years ended December 31	
(In millions)	2010	2009
Beginning balance	$ 7,845	$ 8,947
Net earnings	535	200
Repurchase of NBCU shares(a)	(1,878)	–
Dispositions(b)	(979)	(707)
Dividends	(317)	(548)
AOCI and other(c)	56	(47)
Ending balance	$ 5,262	$ 7,845

(a) On September 26, 2010, we acquired 7.7% of NBCU's outstanding shares from Vivendi for $2,000 million, of which $1,878 million was recorded as a reduction in noncontrolling interests and $151 million was recorded as a reduction in additional paid in capital reflecting the amount paid in excess of the carrying value of the noncontrolling interest.
(b) Includes the effects of deconsolidating both Regency $(979) million during the second quarter of 2010 and Penske Truck Leasing Co., L.P. (PTL) $(331) million during the first quarter of 2009.
(c) Changes to the individual components of AOCI attributable to noncontrolling interests were insignificant.

NOTE 16. OTHER STOCK-RELATED INFORMATION

We grant stock options, restricted stock units (RSUs) and performance share units (PSUs) to employees under the 2007 Long-Term Incentive Plan. This plan replaced the 1990 Long-Term Incentive Plan. In addition, we grant options and RSUs in limited circumstances to consultants, advisors and independent contractors (primarily non-employee talent at NBC Universal) under a plan approved by our Board of Directors in 1997 (the consultants' plan). There are outstanding grants under one shareowner-approved option plan for non-employee directors. Share requirements for all plans may be met from either unissued or treasury shares. Stock options expire 10 years from the date they are granted and vest over service periods that range from one to five years. RSUs give the recipients the right to receive shares of our stock upon the vesting of their related restrictions. Restrictions on RSUs vest in various increments and at various dates, beginning after one year from date of grant through grantee retirement. Although the plan permits us to issue RSUs settleable in cash, we have only issued RSUs settleable in shares of our stock. PSUs give recipients the right to receive shares of our stock upon the achievement of certain performance targets.

All grants of GE options under all plans must be approved by the Management Development and Compensation Committee, which consists entirely of independent directors.

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Stock Compensation Plans

December 31, 2010 (Shares in thousands)	Securities to be issued upon exercise	Weighted average exercise price	Securities available for future issuance
Approved by shareowners			
Options	399,991	$20.81	(a)
RSUs	21,468	(b)	(a)
PSUs	700	(b)	(a)
Not approved by shareowners (Consultants' Plan)			
Options	448	29.39	(c)
RSUs	103	(b)	(c)
Total	422,710	$20.82	213,047

(a) In 2007, the Board of Directors approved the 2007 Long-Term Incentive Plan (the Plan). The Plan replaced the 1990 Long-Term Incentive Plan. The maximum number of shares that may be granted under the Plan is 500 million shares, of which no more than 250 million may be available for awards granted in any form provided under the Plan other than options or stock appreciation rights. The approximate 105.9 million shares available for grant under the 1990 Plan were retired upon approval of the 2007 Plan. Total shares available for future issuance under the 2007 Plan amounted to 184.8 million shares at December 31, 2010.
(b) Not applicable.
(c) Total shares available for future issuance under the consultants' plan amount to 28.2 million shares.

Outstanding options expire on various dates through December 9, 2020.

The following table summarizes information about stock options outstanding at December 31, 2010.

Stock Options Outstanding

(Shares in thousands)	Outstanding			Exercisable	
Exercise price range	**Shares**	**Average life(a)**	**Average exercise price**	**Shares**	**Average exercise price**
Under $10.00	64,595	8.1	$ 9.57	13,061	$ 9.57
10.01-15.00	83,081	8.5	11.97	17,093	11.97
15.01-20.00	104,149	9.4	16.22	173	17.56
20.01-25.00	55	1.9	22.49	55	22.49
25.01-30.00	47,745	4.4	27.62	35,404	27.40
30.01-35.00	49,487	4.1	33.21	46,629	33.16
Over $35.00	51,327	2.3	40.38	45,872	40.57
Total	400,439	6.8	$ 20.82	158,287	$ 29.76

At year-end 2009, options with an average exercise price of $36.94 were exercisable on 147 million shares.
(a) Average contractual life remaining in years.

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Stock Option Activity

	Shares (In thousands)	Weighted average exercise price	Weighted average remaining contractual term (In years)	Aggregate intrinsic value (In millions)
Outstanding at January 1, 2010	338,163	$ 24.41		
Granted	105,227	16.22		
Exercised	(3,449)	10.65		
Forfeited	(8,223)	15.26		
Expired	(31,279)	46.66		
Outstanding at December 31, 2010	400,439	$ 20.82	6.8	$ 1,312
Exercisable at December 31, 2010	158,287	$ 29.76	4.0	$ 222
Options expected to vest	213,267	$ 15.04	8.7	$ 962

We measure the fair value of each stock option grant at the date of grant using a Black-Scholes option pricing model. The weighted average grant-date fair value of options granted during 2010, 2009 and 2008 was $4.11, $3.81 and $5.26, respectively. The following assumptions were used in arriving at the fair value of options granted during 2010, 2009 and 2008, respectively: risk-free interest rates of 2.9%, 3.2% and 3.4%; dividend yields of 3.9%, 3.9% and 4.4%; expected volatility of 35%, 49% and 27%; and expected lives of six years and eleven months, six years and ten months, and six years and nine months. Risk-free interest rates reflect the yield on zero-coupon U.S. Treasury securities. Expected dividend yields presume a set dividend rate. For stock options granted in 2010, 2009 and the fourth quarter of 2008, we used a historical five-year average for the dividend yield. Expected volatilities are based on implied volatilities from traded options and historical volatility of our stock. The expected option lives are based on our historical experience of employee exercise behavior.

The total intrinsic value of options exercised during 2010, 2009 and 2008 amounted to $23 million, an insignificant amount and $45 million, respectively. As of December 31, 2010, there was $697 million of total unrecognized compensation cost related to nonvested options. That cost is expected to be recognized over a weighted average period of two years, of which approximately $236 million, pre tax, is expected to be recognized in 2011.

Stock option expense recognized in net earnings amounted to $178 million in 2010, $120 million in 2009 and $69 million in 2008. Cash received from option exercises during 2010, 2009 and 2008 was $37 million, an insignificant amount and $353 million, respectively. The tax benefit realized from stock options exercised during 2010, 2009 and 2008 was $7 million, an insignificant amount and $15 million, respectively.

Other Stock-based Compensation

	Shares (In thousands)	Weighted average grant date fair value	Weighted average remaining contractual term (In years)	Aggregate intrinsic value (In millions)
RSUs outstanding at January 1, 2010	25,861	$ 31.98		
Granted	3,245	15.89		
Vested	(6,754)	33.38		
Forfeited	(781)	30.98		
RSUs outstanding at December 31, 2010	21,571	$ 29.16	2.5	$ 395
RSUs expected to vest	19,773	$ 29.24	2.4	$ 362

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The fair value of each restricted stock unit is the market price of our stock on the date of grant. The weighted average grant date fair value of RSUs granted during 2010, 2009 and 2008 was $15.89, $13.63 and $28.74, respectively. The total intrinsic value of RSUs vested during 2010, 2009 and 2008 amounted to $111 million, $139 million and $274 million, respectively. As of December 31, 2010, there was $334 million of total unrecognized compensation cost related to nonvested RSUs. That cost is expected to be recognized over a weighted average period of two years, of which approximately $147 million, pre tax, is expected to be recognized in 2011. As of December 31, 2010, 0.7 million PSUs with a weighted average remaining contractual term of two years, an aggregate intrinsic value of $13 million and $2 million of unrecognized compensation cost were outstanding. Other share-based compensation expense for RSUs and PSUs recognized in net earnings amounted to $116 million, $127 million and $155 million in 2010, 2009 and 2008, respectively.

The total income tax benefit recognized in earnings for all share-based compensation arrangements amounted to $143 million, $118 million and $106 million in 2010, 2009 and 2008, respectively.

When stock options are exercised and restricted stock vests, the difference between the assumed tax benefit and the actual tax benefit must be recognized in our financial statements. In circumstances in which the actual tax benefit is lower than the estimated tax benefit, that difference is recorded in equity, to the extent there are sufficient accumulated excess tax benefits. At December 31, 2010, our accumulated excess tax benefits are sufficient to absorb any future differences between actual and estimated tax benefits for all of our outstanding option and restricted stock grants.

NOTE 17. OTHER INCOME

(In millions)	2010	2009	2008
GE			
Associated companies(a)	$ 413	$ 667	$ 332
Licensing and royalty income	364	217	291
Purchases and sales of business interests	319	363	891
Interest income from GECS	133	173	371
Marketable securities and bank deposits	40	54	196
Other items	16	(295)	(116)
	1,285	1,179	1,965
Eliminations	(134)	(173)	(379)
Total	$ 1,151	$ 1,006	$ 1,586

(a) Included a gain of $552 million related to dilution of our interest in A&E Television Network from 25% to 15.8% in 2009.