

GENERAL ELECTRIC CO  
Form S-3  
November 02, 2004

As filed with the Securities and Exchange Commission on November 2, 2004

Registration No. 333-

Securities and Exchange Commission  
Washington, D.C. 20549

Form S-3  
Registration Statement  
Under  
The Securities Act of 1933

General Electric Company

(Exact name of registrant as specified in its charter)

New York  
(State or other jurisdiction of incorporation or organization)

14-0689340  
(I.R.S. Employer Identification No.)

3135 Easton Turnpike  
Fairfield, Connecticut 06828  
(203) 373-2211  
(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)

Michael R. McAlevey  
Chief Corporate and Securities Counsel  
3135 Easton Turnpike  
Fairfield, Connecticut 06828  
(203) 373-2967  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

Approximate date of commencement of proposed sale to public: From time to time following the effectiveness of this registration statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. //

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. /X/

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. // \_\_\_\_\_

Edgar Filing: GENERAL ELECTRIC CO - Form S-3

If this form is a post-effective amendment filed pursuant to Rule 462 (c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. // \_\_\_\_\_

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. //

Calculation of Registration Fee

| Title of each class of securities to be registered | Amount to be registered (1) | Proposed maximum offering price per share (2) | Proposed maximum aggregate offering price (2) | Amount of registration fee |
|--|-----------------------------|---|---|----------------------------|
| Common Stock, \$0.06 par value                     | 50,000,000 shares           | \$33.275                                      | \$1,663,750,000.00                            | \$210,797.13               |

- (1) Plus such additional shares as may be issued by reason of stock splits, stock dividends or similar transactions.  
(2) Calculated pursuant to Rule 457(c), based on the average of the high and low prices for the Common Stock on the New York Stock Exchange Composite Tape for October 26, 2004.

The prospectus included in this Registration Statement shall also serve as an updated prospectus for Registration Statement No. 333-96571.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

---

PROSPECTUS

[logo]

GE STOCK DIRECT

GE Stock Direct offers you the opportunity to:

- Buy shares of General Electric Company ("GE") common stock conveniently and economically, even if you are not already a GE shareowner.
- If you wish, reinvest dividends on GE stock in additional shares of GE.
- Complete transactions on the Internet.
- Send in your GE stock certificates for safekeeping.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is \_\_\_\_\_.

(1)

---

## Edgar Filing: GENERAL ELECTRIC CO - Form S-3

This prospectus describes GE Stock Direct (the "Plan"). The purpose of the Plan is to promote long-term investment in GE stock. Before enrolling in the Plan, read this prospectus carefully. References in this prospectus to "GE", "we", "us" and "our" are to General Electric Company.

### Plan Summary

#### Enrollment

. To enroll in the Plan, you must either already own shares of GE stock in your name, or you must acquire shares in your name by buying a minimum of \$250.00 of GE stock through the Plan when you enroll. If you do not already own shares of GE stock in your name, there is a one-time \$7.50 registration fee for your initial purchase of GE stock.

#### Plan Account

. When you enroll in the Plan, an account will be opened in your name(s) to hold the shares of GE stock you buy. The shares in the account will be held in "book-entry" form. Instead of receiving stock certificates, you will receive statements of your account. You may obtain stock certificates for shares held in your account at any time, upon request and without charge.

#### Dividends

. You may choose to reinvest dividends on any or all shares in your Plan account, or to receive cash dividends. If you have your dividends reinvested, the shares purchased will be added to your Plan account. There is no fee for dividend reinvestment.

#### Additional Purchases

. You may make additional purchases of GE stock through the Plan. You may buy from \$10.00 up to \$10,000.00 of GE stock per transaction, as often as once a week. Purchases paid by check or on the Internet incur a \$3.00 fee per transaction. You may also make automatic monthly purchases by means of electronic funds transfer from your bank, for a \$1.00 fee per transaction.

#### Safekeeping

. You may send your GE stock certificates to us for safekeeping. The shares will be converted to book-entry shares held in a Plan account. You may obtain stock certificates for shares held in your account at any time. There is no fee for safekeeping or for delivery of certificates upon request.

#### Selling Shares in Your Account

. You may sell shares held in your account at the market price on the New York Stock Exchange, on the next business day after we receive your request to sell. A transaction fee of \$10.00, plus \$0.15 per share, will be deducted from the proceeds.

#### Transferring Shares

. You may transfer shares in your account to another person without charge.

#### Contacting Us

. GE's transfer agent, The Bank of New York ("BNY"), acts as agent for participants in the Plan and administers the Plan for us. You can contact the Plan by:

Internet: <http://stockbny.com/ge/>. Information on this site is not a part of  
this prospectus

Telephone: 1-800-STOCK-GE (1-800-786-2543)

Edgar Filing: GENERAL ELECTRIC CO - Form S-3

Outside USA: (941) 906-4657  
Mail: GE Stock Direct; c/o The Bank of New York  
P.O. Box 19552; Newark, NJ 07195-0552  
Courier: GE Stock Direct; c/o The Bank of New York  
101 Barclay Street; New York, NY 10007

Completing Transactions

. You can check your account balance and history on the Internet at <http://stockbny.com/ge/>. You can complete transactions on the Internet, including enrolling in the Plan, selling or buying shares, enrolling in dividend reinvestment, requesting certificates and changing your address. Also, your Plan statement and transaction confirmations will contain a tear-off form that can be used for Plan transactions. Call us if you need additional forms.

Transaction Fees

. You are responsible for the transaction fees described in this prospectus. If you do not already own shares of GE stock in your name, you will be charged a one-time \$7.50 registration fee. The fees shown below for additional purchases and sales of stock will apply to *each* purchase or sale in your account. *There are no fees for dividend reinvestment or safekeeping.* Except as described in this prospectus, we pay the costs of administering the Plan.

|  |                            |
|--|----------------------------|
| Purchase by check or on the Internet     | \$3.00                     |
| Monthly purchase by automatic withdrawal | \$1.00                     |
| Sale of stock                            | \$10.00 + \$0.15 per share |

Because this is a summary, it may not contain all the information that may be important to you. You should read the entire prospectus carefully.

## HOW THE PLAN WORKS

### 1. How do I enroll in the Plan?

To enroll in the Plan, you must complete an enrollment form and either transfer shares of GE stock that you already own to your Plan account or purchase shares of GE stock at the same time you complete the enrollment form. Both methods are described below. If you live outside the U.S., see "Foreign Participation" on page 7 of this prospectus.

- A. If you do not currently own any shares of GE stock, you can enroll in the Plan and buy your initial shares of GE stock through the Plan at the same time. You can enroll and purchase your initial shares on the Internet at <http://stockbny.com/ge/> using a "New Account Application". If you buy shares using the Internet, payment must be made using electronic funds transfer from a bank account. You can also request an enrollment package by calling 1-800-STOCK-GE (1-800-786-2543) or (941) 906-4657 if calling outside of the USA. Enrollment packages are generally mailed within two days after we receive your request. Complete and mail back the application. The minimum initial purchase is \$250.00, and the registration fee is \$7.50. If you enroll by mail, enclose a check payable to "GE Stock Direct" in U.S. dollars, drawn on a U.S. bank or payable at a U.S. branch of a non-U.S. bank, for the GE stock you are purchasing plus the registration fee. Do not send cash.
- B. If you already own at least one share of GE stock registered in your name, you can enroll on the Internet at <http://stockbny.com/ge/>. You can also request an enrollment package by calling 1-800-STOCK-GE (1-800-786-2543) or (941) 906-4657 if calling outside of the USA and complete and mail back the enrollment form. If you own GE stock in another name (e.g. in a broker, bank, trust or other nominee name), you can arrange with the nominee to transfer at least one share of stock into your name, and then enroll those shares using these instructions. If you do not wish to transfer shares held in nominee name, you can buy additional shares in your name through the Plan at the time you enroll, as described in A. above.

### 2. How can I buy additional shares through the Plan?

After you have opened a Plan account, you can buy additional shares (including fractional shares) on the Internet at <http://stockbny.com/ge/> or by mail using the tear-off form found on your Plan statement or transaction confirmation. Call us if you need additional forms. You can also arrange for automatic, monthly purchases. Each method is described below. Each purchase must be for a minimum of \$10.00 and can be for up to a maximum of \$10,000.00.

If you buy additional shares on the Internet, payment must be for the purchase price, plus the \$3.00 transaction fee, made using electronic funds transfer from a bank account. If you buy additional shares by mail using the tear-off form, payment must be made by check payable to "GE Stock Direct" in U.S. dollars, drawn on a U.S. bank or payable at a U.S. branch of a non-U.S. bank, in the amount of the purchase price, plus the \$3.00 transaction fee. Send the completed tear-off form and check to the Plan. Do not send cash. Third-party checks, money orders and foreign checks will not be accepted and will be returned to the sender and **NO INVESTMENT WILL BE MADE.**

Purchases are credited to Plan accounts weekly. Because purchases are credited only weekly, there may be a delay of up to five business days between the date we receive your funds and the date that stock is credited to your Plan account. You will not receive interest on cash held by the Plan pending investment.

If you send payment to us to pay for additional shares and it is returned with insufficient funds, we will resell the shares purchased. We may liquidate shares in your account to reimburse us for transaction fees, bank fees and any loss incurred in connection with purchasing and reselling such shares.

Automatic Monthly Purchases by Automatic Withdrawal. You may authorize us to make automatic monthly purchases of a specified dollar amount of GE stock, paid for by automatic withdrawal from your bank account by electronic funds transfer. Purchases using automatic withdrawal incur a \$1.00 charge for each transaction.

You can use the Internet at <http://stockbny.com/ge/> or the tear-off form on your Plan statement or transaction confirmation to authorize monthly purchases and automatic withdrawals. Funds generally will be withdrawn from your bank account on the 25th day of each month (or the next business day if the 25th is not a business day). Purchases will be made within one week after the withdrawal. Allow four to six weeks for the initial withdrawal. To terminate monthly purchases by automatic withdrawal, you can use the Internet at <http://stockbny.com/ge/> or send us written, signed instructions.

The maximum that can be invested in any week is \$10,000.00, whether for an initial investment or additional purchases. You *must not send in more than \$10,000.00 in any week*. If you send a check for more than \$10,000.00, or several checks that add up to more than \$10,000.00, or arrange for the electronic transfer or automatic withdrawal of more than \$10,000.00, within the same week, **NO INVESTMENT WILL BE MADE**. All of the funds will be returned to you promptly by regular mail.

3. Do I have to have dividends reinvested?

Dividend reinvestment is a service offered by the Plan at no charge. It is not required. When you enroll in the Plan, you will indicate whether you want the dividends on any or all of the shares in your account reinvested. *If you do not indicate a preference, dividends on the shares held in your Plan account on the dividend record date will be paid in cash.* If you choose to receive cash dividends on any of the shares in your account, you will receive them as electronic funds deposited to the bank account you indicate on your enrollment form.

You may change your election regarding dividend payment at any time, using the Internet at <http://stockbny.com/ge/>, or the tear-off form on your Plan statement or transaction confirmation. Any changes will be effective as of the next dividend record date after we receive notice of the change.

You should note that under U.S. federal income tax law, dividends are taxable to you even if your dividends are reinvested through the Plan. We will mail you a Form 1099-DIV reporting your dividends (including reinvested dividends) and will also report that information to the Internal Revenue Service.

4. **How are shares purchased for my account?**

BNY, our transfer agent and the agent for Plan participants, will buy the shares for your Plan account. BNY may buy shares of GE stock held in our treasury, which are shares of GE stock previously sold into the public markets and later repurchased by us. BNY may also buy shares in the public markets or in privately negotiated transactions. Purchases generally will be made for the Plan and credited to Plan accounts once each week. If demand requires, purchases may be made over several days for the weekly crediting to Plan accounts.

BNY may use a broker affiliated with BNY to execute purchases and sales for Plan participants.

5.

*What price will I pay for shares?*

Edgar Filing: GENERAL ELECTRIC CO - Form S-3

If BNY buys your shares from our treasury, the share price will be the average of the high and low prices on the New York Stock Exchange Composite Tape for GE stock on the date of purchase.

If BNY buys your shares in the public markets or in privately negotiated transactions, the share price will be the average price of all shares purchased for the weekly crediting to Plan accounts. Any applicable brokerage fees will be paid by us and may be considered income to you.

These share prices apply whether BNY is purchasing shares for your initial enrollment, purchasing additional shares for your account, or reinvesting dividends.

(4)

---



## Edgar Filing: GENERAL ELECTRIC CO - Form S-3

When you send in a payment by check or electronic funds transfer to buy GE stock, BNY will use your funds to buy the number of shares (including fractional shares to four decimal places) that can be purchased with your funds at the price described above, after deducting the transaction fees.

Initial purchases will incur a one-time \$7.50 registration fee (see Question 1). All Plan participants will be charged the fees shown below for *each* additional purchase of stock by the Plan. There are no fees for dividend reinvestment.

- Purchase by check or on the Internet \$3.00
- Monthly purchase by automatic withdrawal \$1.00

### 6. How can I keep track of account activity?

We will periodically mail you a statement of your account balance and activity. In addition, whenever there is activity in your account such as an additional purchase of shares, or withdrawal, transfer or sale of shares, we will mail you a written transaction confirmation.

You can check your account balance and history on the Internet at <http://stockbny.com/ge/> or by calling 1-800-STOCK-GE (1-800-786-2543) or (941) 906-4657 if calling outside of the U.S.

If you believe that an error has been made in your Plan records, or that Plan mailings to you are being misdirected, lost or stolen, promptly contact us.

### 7. What is safekeeping? How does it work?

Safekeeping is a service provided by the Plan. If you have GE stock certificates, you may send them to us for deposit as book-entry shares held in a Plan account. With safekeeping, you no longer bear the cost and risk associated with the storage, loss, theft, or destruction of stock certificates. You also may use the Plan's stock-selling services if you wish to sell the shares.

To use the safekeeping service, send your certificates to us by registered mail, insured for 2% of the current market value of the shares. Include signed, written instructions to us to deposit the shares in a Plan account for safekeeping. **Do not endorse the certificates or complete the assignment section on the back of the certificates.** Indicate whether you want to reinvest dividends on the shares or receive cash dividends. *If you do not indicate a preference, dividends will continue to be paid in the same manner as previously instructed.* We will mail you confirmation of your deposited certificates, generally within two weeks after receipt.

### 8. Can I get certificates for shares in my account?

You may obtain certificates at any time, on request and without charge. You can make this request on the Internet at <http://stockbny.com/ge/>, or by using the tear-off form on your Plan statement or transaction confirmation. We will issue certificates in the exact name(s) shown on the account. To have certificates issued in a different name, follow the procedures in Question 9. We will send the certificates by first-class mail, generally within two weeks after receiving your request.

Certificates are issued for full shares only. If your request results in a fractional share, we will liquidate the fractional share and send you a check for the current market value of the fractional share, less applicable fees.

You can continue to reinvest dividends on shares through the Plan, even though you receive certificates.

### 9. Can I transfer Plan shares to another person?

Edgar Filing: GENERAL ELECTRIC CO - Form S-3

You can transfer shares to a person who has a Plan account, or you can set up a new Plan account for a person who does not have one, using shares transferred from your account.

You can also transfer shares by ordering certificates for shares in your account issued in the name of another person. We will send the certificates to the new owner by first-class mail.

(5)

---

If you wish to transfer shares, we must have written instructions, with your signature guaranteed by a bank or broker participating in the NYSE Medallion Signature Guarantee program.

This helps ensure that only the owner of the account can authorize the transfer of shares to a different account or name. Provide the name, address, and Social Security or tax identification number of the new owner.

When you have shares transferred to another account or have certificates issued in a different name, those shares will be considered withdrawn from your Plan account. Beginning with the first dividend record date after the change in ownership, dividends on those shares will be paid to the new owner. *Dividends on shares held in the new Plan account will be paid in cash, unless the new account owner directs us to reinvest such dividends.* Dividends on certificates issued in a new name will be paid by check mailed to the address of the new owner or, if the new owner provides us with direct deposit instructions, automatically deposited in the new owner's bank account. The new owner can elect to reinvest dividends at any time on the Internet at <http://stockbny.com/ge/> or by using the tear-off form attached to their Plan statement or transaction confirmation.

10.

***How can I sell shares in my Plan account?***

You can authorize the sale of shares on the Internet at <http://stockbny.com/ge/>, by completing and mailing the tear-off form on your Plan statement or transaction confirmation (call us if you need additional forms) or by calling 1-800-STOCK-GE (1-800-786-2543). BNY will sell your Plan shares at the current market price on the New York Stock Exchange, on the next business day after we receive your request to sell. Sales are processed daily. There is a transaction fee of \$10.00, plus \$0.15 per share, for each sale of Plan shares. These fees will be deducted from the proceeds of the sale. We will mail your check for the net proceeds of the sale, with a Form 1099B reporting the sale of shares for income tax purposes, within three business days after the sale. We will also report that information to the Internal Revenue Service. You will not receive interest on sales proceeds held pending disbursement.

Of course, you may also sell your shares through a stockbroker of your choice, or privately. In either case, request certificates for your shares (see Question 8 above) and proceed as you would to sell any other stock for which you have certificates.

Please note that if your Plan account holds less than one full share, we may close the account, liquidate the fractional share and send you a check representing the market value of the fractional share that was in the account, less applicable fees.

11. How can I close my account?

You can close your account at any time on the Internet at <http://stockbny.com/ge/> or by using the tear-off form on your Plan statement or transaction confirmation. Your account will be closed within two business days after we receive your written instructions.

When your account is closed, we will send you certificates representing all of the full shares in your account, registered in the exact name(s) shown on the account. (If you wish a different name on the certificates, please see Question 9 above.) We will liquidate any fractional share in your account and send you a check for the proceeds, less applicable fees. After your account is closed, dividends on any shares of GE stock you hold as certificates will be paid in cash and sent to you at the address you provide, or automatically deposited in your bank account in accordance with your instructions.

Alternatively, you may direct us to sell any or all of the shares in your account. If shares are sold, a liquidation fee of \$10.00 plus \$0.15 per share will be deducted from the proceeds, and we will mail you a check for the net

Edgar Filing: GENERAL ELECTRIC CO - Form S-3

proceeds and a Form 1099B for income tax purposes. We will also report that information to the Internal Revenue Service. You will not receive interest on sales proceeds held pending disbursement.

To close an account on the death of a sole account holder, the executor should contact us for specific instructions (refer to page 2 for contact information).

(6)

---

## ADDITIONAL INFORMATION ABOUT THE PLAN

**Voting.** If you have a Plan account, you will receive proxy materials, reports to shareowners, and any other materials sent to our shareowners. The proxy card you receive will represent both the full and fractional shares in your Plan account, and shares for which you hold certificates that are not held in your Plan account.

**Dividends.** The Board of Directors determines dividend record and payment dates, and dividend amounts. The Board of Directors may change the amount and timing of dividends at any time, without notice.

**Stock Splits and Stock Dividends.** Your Plan account will be adjusted to reflect any additional shares of GE stock distributed as a stock split, stock dividend or other distribution based on the shares of GE stock held in your Plan account. In addition, if you also hold shares of GE stock in certificate form that are not included in your Plan account, any additional shares distributed as a stock split, stock dividend or other distribution on those certificated shares will also be deposited to your Plan account. You can obtain certificates for such additional shares at any time and without charge. See Question 8.

**Responsibility.** Neither GE nor the Plan will be liable for actions taken in good faith in administering the Plan, or for actions required by law, or for good faith omissions to act. This includes any claims for liability relating to the prices at which shares are purchased or sold for your account, the dates of purchases or sales, or any changes in the market value of GE stock.

Your account represents an investment in GE stock, which may increase or decrease in value. You are responsible for the investment decisions regarding your Plan investments. Neither GE nor the Plan can provide investment advice.

Tax consequences of participating in the Plan can vary depending on each participant's tax situation. You are responsible for consulting with tax advisors to determine the tax effect of Plan participation in light of current and proposed federal, state, local, foreign and other tax laws.

You are responsible for costs that you incur in connection with Plan participation – for example, the cost of sending certificates or other materials to us, fees that your bank may charge you for electronic funds transfer, or delivery fees for certificates or payments we send to you by means other than first-class mail, at your request.

You are responsible for notifying us promptly of any change in your name or address.

**Changes in the Plan.** This prospectus (including any supplements or revisions that may be distributed in the future) sets forth the terms of the Plan. We may change the terms of the Plan, including applicable fees, or terminate the Plan, at any time. We will mail you a supplemental or revised prospectus before any material changes in the Plan are effective. GE and BNY may change our administrative procedures without notice, if the changes do not change the material terms of the Plan.

**Foreign Participation.** If you live outside the U.S., you should first determine if there are any laws or governmental regulations that would prohibit your participation in the Plan, or affect the terms of the Plan. We have the right to terminate participation of any shareowner if we deem it advisable under any foreign laws or regulations. Tax consequences of Plan participation may vary under foreign laws or regulations, and you should determine the tax treatment of Plan features, such as dividend reinvestment, before you decide to invest through the Plan. Call (941) 906-4657 for more information.

**Use of Proceeds.** Proceeds from the sale of our treasury shares through the Plan, if any, will be used by us for general corporate purposes.

Legal Matters. The Plan is governed by the laws of the State of New York, our state of incorporation. Our in-house legal counsel has given us a legal opinion regarding the validity of the GE stock offered by this prospectus.

Experts. KPMG LLP, an Independent Registered Public Accounting Firm, audited our consolidated financial statements as of December 31, 2003 and 2002, and for each of the years in the three-year period ended December 31, 2003. Our Current Report on Form 8-K filed March 30, 2004 includes these financial statements and the auditors' report. The audit report refers to changes in the methods of accounting for variable interest entities and for asset retirement obligations in 2003, changes in the methods of accounting for goodwill and other intangible assets and for stock-based compensation in 2002, and changes in the methods of accounting for derivative instruments and hedging activities and impairment of certain beneficial interests in securitized assets in 2001. This prospectus incorporates the financial statements and report by reference, relying on KPMG LLP's authority as experts in accounting and auditing.

(7)

---

## INFORMATION ABOUT GE

GE is one of the largest and most diversified industrial corporations in the world. We have engaged in developing, manufacturing and marketing a wide variety of products for the generation, transmission, distribution, control and utilization of electricity since our incorporation in 1892. Over the years, we have developed or acquired new technologies and services that have broadened considerably the scope of our activities.

Our products include major appliances; lighting products; industrial automation products; medical diagnostic imaging equipment; motors; electrical distribution and control equipment; locomotives; power generation and delivery products; nuclear power support services and fuel assemblies; commercial and military aircraft jet engines; chemicals for treatment of water and process systems; and engineered materials, such as plastics and silicones.

Our services include product services; electrical product supply houses; and electrical apparatus installation, engineering, repair and rebuilding services. Through our affiliate, NBC Universal, Inc., we deliver network television services, operate television stations, produce television programming, provide cable, satellite, Internet and multimedia programming and distribution services, produce and distribute motion pictures, and operate theme parks. Through another affiliate, General Electric Capital Services, Inc., we offer a broad array of financial and other services including consumer financing, commercial and industrial financing, real estate financing, asset management and leasing, mortgage services, consumer savings and insurance services, and specialty insurance and reinsurance.

Where to Obtain Additional Information about GE. We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission, or SEC. Our SEC filings are available to the public from the SEC's web site at <http://www.sec.gov> or from our Internet site at <http://www.ge.com>. You may also read and copy any document we file at the SEC's public reference room in Washington, D.C., located at 450 Fifth Street, N.W., Washington D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. Our common stock is listed and traded on the New York Stock Exchange (the "NYSE"). You may also inspect the information we file with the SEC at the NYSE's offices at 20 Broad Street, New York, New York 10005. Information about us is also available at our Internet site at <http://www.ge.com>. However, the information on our Internet site is not a part of this prospectus.

The SEC allows us to "incorporate by reference" in this prospectus the information in the documents that we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus, and information in documents that we subsequently file with the SEC will automatically update and supersede information contained in documents filed earlier with the SEC or contained in this prospectus. We incorporate by reference in this prospectus the documents listed below and any future filings that we may make with the SEC under Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended, until we sell all of the securities that may be offered by this prospectus; PROVIDED, HOWEVER, that we are not incorporating any information furnished under either Item 2.02 or Item 7.01 (or former Item 9 or Item 12) of any Current Report on Form 8-K.

1. The Company's Annual Report on Form 10-K for the year ended December 31, 2003.
2. The Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2004, June 30, 2004 and September 30, 2004.
3. The Company's Current Reports on Form 8-K filed by the Company on March 8, 2004, March 9, 2004, March 30, 2004 (as amended by Form 8-K/A filed by the Company on April 19, 2004), April 6, 2004, April 8, 2004, June 14, 2004, and September 15, 2004.
4. The description of the Company's Common Stock contained in the Registration Statement on Form S-3 (File No. 333-113203).

Edgar Filing: GENERAL ELECTRIC CO - Form S-3

You may request a copy of these documents at no cost to you by writing or telephoning us at the following address:

General Electric Company  
3135 Easton Turnpike  
Fairfield, Connecticut 06828  
Attn: Investor Communications

Tel: (203) 373-2211

For information about the Plan or GE, you should rely only on the information contained in this prospectus or incorporated by reference. We have not authorized anyone else to provide you with different or additional information. You should not assume that the information in this prospectus is accurate as of any date other than the date on the front of the prospectus.

(9)

---



Edgar Filing: GENERAL ELECTRIC CO - Form S-3

For more information contact:

Internet: <http://stockbny.com/ge/>  
Telephone: 1-800-STOCK-GE (1-800-786-2543)  
Outside USA: (941) 906-4657  
Mail: GE Stock Direct; c/o The Bank of New York  
P.O. Box 19552; Newark, NJ 07195-0552  
Courier: GE Stock Direct; c/o The Bank of New York  
101 Barclay Street; New York, NY 10007

(10)

---

## PART II.

## INFORMATION NOT REQUIRED IN THE PROSPECTUS

## Item 14. Other Expenses of Issuance and Distribution.

|                               |           |
|-------------------------------|-----------|
| Accounting Fees               | \$3,500   |
| Legal Fees                    | 20,000    |
| Printing and Mailing Expenses | 200,000   |
| Miscellaneous                 | 10,000    |
| Total Expenses                | \$233,500 |

## Item 15. Indemnification of Directors and Officers.

Section 721 of the New York Business Corporation Law – hereinafter, referred to as the "NYBCL" – provides that, in addition to indemnification provided in Article 7 of the NYBCL, a corporation may indemnify a director or officer by a provision contained in the certificate of incorporation or by-laws or by a duly authorized resolution of its shareholders or directors or by agreement, provided that no indemnification may be made to or on behalf of any director or officer if a judgment or other final adjudication adverse to the director or officer establishes that his acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action, or that such director or officer personally gained in fact a financial profit or other advantage to which he was not legally entitled.

Section 722 (a) of the NYBCL provides that a corporation may indemnify a director or officer made, or threatened to be made, a party to any action other than a derivative action, whether civil or criminal, against judgments, fines, amounts paid in settlement and reasonable expenses actually and necessarily incurred as a result of such action, if such director or officer acted in good faith, for a purpose which he reasonably believed to be in, or not opposed to, the best interests of the corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his conduct was unlawful.

Section 722(c) of the NYBCL provides that a corporation may indemnify a director or officer, made or threatened to be made a party in a derivative action, against amounts paid in settlement and reasonable expenses actually and necessarily incurred by him in connection with the defense or settlement of such action or in connection with an appeal therein if such director or officer acted in good faith, for a purpose which he reasonably believed to be in, or not opposed to, the best interest of the corporation, except that no indemnification will be available under Section 722(c) of the NYBCL in respect of a threatened or pending action which is settled or otherwise disposed of, or any claim as to which such director or officer shall have been adjudged liable to the corporation, unless and only to the extent that the court in which the action was brought, or, if no action was brought, any court of competent jurisdiction, determines, upon application, that, in view of all the circumstances of the case, the director or officer is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court deems proper.

Section 723 of the NYBCL specifies the manner in which payment of indemnification under Section 722 of the NYBCL or indemnification permitted under Section 721 of the NYBCL may be authorized by the corporation. It provides that indemnification may be authorized by the corporation. It provides that indemnification by a corporation is mandatory in any case in which the director or officer has been successful, whether on the merits or otherwise, in defending an action. In the event that the director or officer has not been successful or the action is settled, indemnification must be authorized by the appropriate corporate action as set forth in Section 723.

Section 724 of the NYBCL provides that, upon application by a director or officer, indemnification may be awarded by a court to the extent authorized. Section 725 of the NYBCL contains certain other miscellaneous provisions affecting the indemnification of directors and officers.

(11)

---

Section 726 of the NYBCL authorizes a corporation to purchase and maintain insurance to indemnify (1) a corporation for any obligation which it incurs as a result of the indemnification of directors and officers under the provisions of Article 7 of the NYBCL, (2) directors and officers in instances in which they may be indemnified by a corporation under the provisions of Article 7 of the NYBCL, and (3) directors and officers in instances in which they may not otherwise be indemnified by a corporation under the provisions of Article 7 of the NYBCL, provided the contract of insurance covering such directors and officers provides, in a manner acceptable to the New York State Superintendent of Insurance, for a retention amount and for co-insurance.

Section 6 of the Registrant's Certificate of Incorporation, as amended, provides as follows:

A person who is or was a director of the corporation shall have no personal liability to the corporation or its shareholders for damages for any breach of duty in such capacity except that the foregoing shall not eliminate or limit liability where such liability is imposed under the Business Corporation Law of the State of New York.

Article XI of the Registrant's By-laws, as amended, provides as follows:

- A. The Company shall, to the fullest extent permitted by applicable law as the same exists or may hereafter be in effect, indemnify any person who is or was or has agreed to become a director or officer of the Company and who is or was made or threatened to be made a party to or involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the Company to procure a judgment in its favor and an action by or in the right of any other corporation, of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which such person is serving, has served or has agreed to serve in any capacity at the request of the Company, by reason of the fact that he or she is or was or has agreed to become a director or officer of the Company, or is or was serving or has agreed to serve such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, amounts paid or to be paid in settlement, taxes or penalties, and costs, charges and expenses, including attorney's fees, incurred in connection with such action or proceeding or any appeal therein; provided, however, that no indemnification shall be provided to any such person if a judgment or other final adjudication adverse to the director or officer establishes that (i) his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and, in either case, were material to the cause of action so adjudicated, or (ii) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled. The benefits of this Paragraph A shall extend to the heirs and legal representatives of any person entitled to indemnification under this paragraph.
- B. The Company may, to the extent authorized from time to time by the board of Directors, or by a committee comprised of members of the Board or members of management as the Board may designate for such purpose, provide indemnification to employees or agents of the Company who are not officers or directors of the Company with such scope and effect as determined by the Board, or such committee.
- C. The Company may indemnify any person to whom the Company is permitted by applicable law to provide indemnification or the advancement of expenses, whether pursuant to rights granted pursuant to, or provided by, the New York Business Corporation Law or other rights created by (i) a resolution of shareholders, (ii) a resolution of directors, or (iii) an agreement providing for such indemnification, it being expressly intended that these By-laws authorize the creation of other rights in any such manner. The right to be indemnified and to the reimbursement or advancement of expenses incurred in defending a proceeding in advance of its final disposition authorized by this Paragraph C shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, by-laws, agreement, vote of shareholders or disinterested directors or otherwise.
- D. The right to indemnification conferred by Paragraph A shall, and any indemnification extended under Paragraph B or Paragraph C may, be retroactive to events occurring prior to the adoption of this Article XI, to the fullest extent permitted by applicable law.
- E. This Article XI may be amended, modified or repealed either by action of the Board of Directors of the Company or by the vote of the shareholders.

We have purchased liability insurance for our officers and directors as permitted by Section 726 of the NYBCL.

Item 17. Undertakings.

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

- i. To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;
- ii. To reflect in the prospectus any facts or event arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) (§230.424(b) of this chapter) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;
- iii. To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*Provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-3, Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

Edgar Filing: GENERAL ELECTRIC CO - Form S-3

Signatures

The Registrant.

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-3, and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Fairfield, State of Connecticut, on November 2nd 2004.

GENERAL ELECTRIC COMPANY

By: /s/ Philip D. Ameen

Philip D. Ameen, Vice President and Comptroller

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                              | <u>Title</u>  | <u>Date</u>      |
|---|---|------------------|
| *Keith S. Sherin                              | Senior Vice President-Finance<br>Principal Financial Officer      |                  |
| <u>/s/ Philip D. Ameen</u><br>Philip D. Ameen | Vice President and Comptroller<br>Principal Accounting Officer    | November 2, 2004 |
| *Jeffrey R. Immelt                            | Chairman of the Board of Directors<br>Principal Executive Officer |                  |
| *James I. Cash, Jr.                           | Director  |                  |
| *Sir William Castell                          | Director  |                  |
| *Dennis D. Dammerman                          | Director  |                  |
| *Ann M. Fudge                                 | Director  |                  |
| *Claudio X. Gonzalez                          | Director  |                  |
| *Andrea Jung                                  | Director  |                  |
| *Alan G. Lafley                               | Director  |                  |
| *Kenneth G. Langone                           | Director  |                  |
| *Ralph S. Larsen                              | Director  |                  |
| *Sam Nunn                                     | Director  |                  |
| *Roger S. Penske                              | Director  |                  |
| *Robert J. Swieringa                          | Director  |                  |
| *Douglas A. Warner III                        | Director  |                  |
| *Robert C. Wright                             | Director  |                  |

A Majority of the Board of Directors

\*By: /s/ Philip D. Ameen

November 2, 2004

Philip D. Ameen, Attorney-in-Fact

Exhibit Index

Exhibit 5 Opinion of Thomas J. Kim\*

Exhibit 23(a): Consent of KPMG LLP\*

Exhibit 23(b): Consent of Thomas J. Kim (included in Exhibit 5)\*

Exhibit 24(a): Power of Attorney of certain Officers and Directors of GE\*

---

\* Filed electronically herewith.

(15)