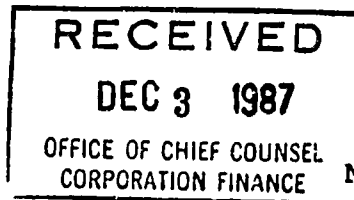


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GENERAL ELECTRIC COMPANY  
FAIRFIELD, CONNECTICUT 06431

ELIZA W. FRASER  
COUNSEL - ASSIGNED COMPONENTS



TEL (203) 373-2442

November 30, 1987

PUBLIC AVAILABILITY DATE: 12-16-87  
ACT SECTION RULE  
1934 14(a) 14a- 8

Division of Corporation Finance  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

Re: Omission of Share Owner Proposal Dealing With  
Increasing the Dividend Payout Ratio from the Previous  
Year and Increasing Dividends Yearly by at Least 10%

Gentlemen and Ladies:

General Electric Company (the "Company") has received a share owner proposal dealing with increasing the Company's dividend payout ratio and increasing dividends yearly by at least 10%. We are writing to you pursuant to SEC Rule 14a-8(d) to inform you that the management of the Company intends to omit the proposal from its proxy statement and proxy for the 1988 Annual Meeting of Share Owners.

The proposal was submitted to the Company by share owner Dorothy B. Edinburg. Her proposal reads as follows:

**RESOLVED:** that the shareholders recommend that the Directors, in their determination of a dividend, consider increasing the dividend payout ratio from the previous year for the upcoming year so as to enhance shareholder stock value and retain shareholder long term loyalty by increasing the rate of return in the form of dividends.

**Reasons:** Under the Tax Reform Act long term capital gains are now taxed at the same rate as ordinary income, making risk free income more attractive. Many stock market analysts have opined that stocks will once again be purchased on the basis of rate of return in the form of dividends because of the Tax Reform Act and the lowering of income tax rates. The Company in order to increase shareholder value and long term loyalty and thusly to prevent disruptive and hostile takeovers and the disaffection of loyalty should increase shareholder value by increasing the dividend payout as well as increasing the dividends yearly by a rate of at least 10%.

A copy of the proposal and the supporting statement, as submitted by the proponent, is attached.

It is our opinion that the proposal submitted by Ms. Edinburg purports to establish a formula for dividend payments and may be omitted from the proxy statement and proxy pursuant to paragraph (c)(13) of Rule 14a-8 (17 C.F.R. § 240.14a-8(c)(13)).

1. Rule 14a-8(c)(13)

Under Rule 14a-8(c)(13), the Company may omit a share owner proposal "[i]f the proposal relates to specific amounts of cash or stock dividends." Ms. Edinburg's proposal recommends that the Directors consider increasing the dividend payout ratio and increasing the rate of return. The supporting statement indicates that this increase should be in an amount of at least 10% a year.

The SEC staff has consistently allowed for the omission of share owner proposals that purport to establish a formula for dividend payments. See Thetford Corp., (September 25, 1985) (dividends shall be 40% of net earnings); Proctor & Gamble, (June 10, 1981) (dividends shall be up to 48% of net earnings). There are at least six no action letters dealing with share owner proposals submitted by Ms. Edinburg which were identical or substantially similar to the proposal she has submitted to the Company. In each letter, the staff indicates that no enforcement action would be recommended if the proposal were omitted since the proposal and supporting statement purport to establish a formula for dividend payments. See Minnesota Mining and Manufacturing Co. (February 2, 1987) (proposal identical to the proposal submitted to the Company); Wisconsin Energy Corporation, (February 2, 1987) (proposal identical to the proposal submitted to the Company); see also Brown Group, Inc. (May 1, 1987); Exxon Corp. (February 2, 1987); Whirlpool Corp. (February 2, 1987); and Sears Roebuck & Co. (February 2, 1987).

Accordingly, it is our conclusion that the proposal may be omitted under Rule 14a-8(c)(13).

The Company respectfully requests the Division Staff's no action response to the Company's decision to exclude the proposal from its proxy materials under Rule 14a-8(c)(13).

By copy of this letter, the proponent is being notified that the Company does not intend to include her proposal in its proxy materials.

A schedule for filing the Company's preliminary proxy materials with the SEC has not yet been determined. It is expected that such materials will be filed on or about February 3, 1988. The proxy statement will be mailed to the Company's share

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owners beginning or or about March 8, 1988. The Company's 1988 Annual Meeting of Share Owners is scheduled to be held on April 27, 1988.

Five additional copies of this letter and its attachments are enclosed as required under Rule 14a-8(d). Thank you very much for your consideration of this matter.

Sincerely,

*Eliza W. Fraser*

Eliza W. Fraser

/mo

Enclosures

cc: Dorothy B. Edinburg  
192 Fairway Road  
Chestnut Hill, MA 02167

Cecilia D. Blye  
Special Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

(2661L)

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Dorothy Brauce Edinburg, shareholder of Crestnut Hill, VA  
offers the following shareholder proposal

RESOLVED: that the shareholders recommend that the Directors, in  
their determination of a dividend, consider increasing the  
dividend payout ratio from the previous year for the upcoming year  
so as to enhance shareholder stock value and retain shareholder  
long term loyalty by increasing the rate of return in the form of  
dividends.

This is a revision of my former shareholder proposal to make it a  
non-binding proposal. *for 1988 Annual Meeting*

The reasons accordingly. The former proposal have not been  
revised.

Very sincerely yours

*Dorothy B. Edinburg*

Dorothy Brauce Edinburg  
132 Fairway Road

Crestnut Hill 22167, VA  
7-738-8135

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RESOLVED that the Directors vote to increase the dividend payout ratio from the previous year for the upcoming year so as to enhance shareholder stock value and retain shareholder long term loyalty by increasing the rate of return in the form of dividends.

Reasons: Under the Tax Reform Act long term capital gains are now taxed at the same rate as ordinary income, making risk free income more attractive. Many stock market analysts have opined that stocks will once again be purchased on the basis of rate of return in the form of dividends because of the Tax Reform Act and the lowering of income tax rates. The company in order to increase shareholder value and longterm loyalty and thusly to prevent disruptive and hostile takeovers and the disaffection of loyalty should increase shareholder value by increasing the dividend payout as well as increasing the dividends yearly by a rate of at least 10%.

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RESPONSE OF THE OFFICE OF CHIEF COUNSEL  
DIVISION OF CORPORATION FINANCE

Re: General Electric Company (the "Company")  
Incoming letter dated November 30, 1987

The proposal and supporting statement relate to increasing the dividend payout ratio from the previous year and increasing dividends yearly by at least 10%.

There appears to be some basis for your view that the proposal may be omitted from the Company's proxy material under Rule 14a-8(c)(13), which provided that a proposal may be omitted if it "relates to a specific amount of cash or stock dividends." Since the subject proposal and supporting statement purport to establish a formula for dividend payments, it is our view that the proposal relates to a specific amount of dividends and is, therefore, excludable under paragraph (c)(13) of Rule 14a-8. Under the circumstances, this Division will not recommend any enforcement action to the Commission if the Company omits the subject proposal from its proxy material.

Sincerely,

  
Cecilia D. Blye  
Special Counsel