

GENERAL ELECTRIC CO
Form 4
November 23, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHERIN KEITH S

2. Issuer Name and Ticker or Trading Symbol
GENERAL ELECTRIC CO [GE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
GENERAL ELECTRIC COMPANY, 3135 EASTON TURNPIKE

3. Date of Earliest Transaction (Month/Day/Year)
11/20/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice Chairman

(Street)
FAIRFIELD, CT 06828

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| | | | | | | (1) | |
| | | | | | | (2) | |
| | | | | | | (3) | |
| Common Stock | 11/20/2015 | | J(1)(2)(3) | D | 1,564 | 40,929 | I by family |
| | | | | | (1) (2) (3) | | |
| Common Stock | 11/20/2015 | | J(1)(2)(3) | D | 11,576 | 118,181 | I by family trust |
| | | | | | (1) (2) (3) | | |
| Common Stock | 11/20/2015 | | J(1)(2)(3) | D | 16,367 | 35,945 | I by grantor retained annuity |
| | | | | | (1) (2) (3) | | |
| Common Stock | | | | | | 10,100 | D |

Edgar Filing: GENERAL ELECTRIC CO - Form 4

| | | | |
|--------------|--------|---|----------|
| Common Stock | 62,127 | I | by trust |
| Common Stock | 43,279 | I | 401(k) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHERIN KEITH S GENERAL ELECTRIC COMPANY 3135 EASTON TURNPIKE FAIRFIELD, CT 06828 | | | Vice Chairman | |

Signatures

Aaron Briggs on behalf of Keith S. Sherin
11/23/2015

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) General Electric Company commenced an exchange offer on October 19, 2015 to exchange General Electric Company common stock, par value \$0.06 per share for Synchrony Financial common stock, par value \$0.001 per share. Any holder of General Electric Company

Edgar Filing: GENERAL ELECTRIC CO - Form 4

common stock during the exchange offer period could participate in the exchange offer, subject to certain restrictions in foreign jurisdictions. On November 16, 2015, General Electric Company's Board of Director's Management Development and Compensation Committee approved Mr. Sherin's tender of 93,312 shares of General Electric Company common stock pursuant to the exchange offer.

- (2) Because the exchange offer was oversubscribed, General Electric Company accepted only a portion of the shares of General Electric Company common stock that were validly tendered and not validly withdrawn, on a pro rata basis in proportion to the number of shares tendered. Shareholders who owned less than 100 shares of General Electric Company common stock, or an "odd-lot", who validly tendered all of their shares, could elect not to be subject to proration, in accordance with the terms of the exchange offer.

- (3) The final proration factor of 31.2870888% was established on November 20, 2015, and applied to all tendered shares of General Electric Company common stock (other than "odd-lot" tenders) to determine the number of such shares that would be accepted. As a result, 29,507 shares of Mr. Sherin's General Electric Company common stock were accepted in the exchange offer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.