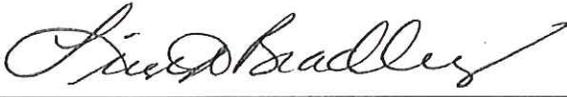
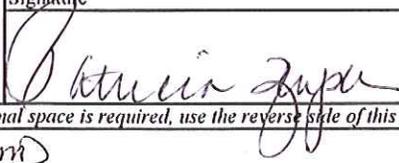


Executive Branch Personnel PUBLIC FINANCIAL DISCLOSURE REPORT

Date of Appointment, Candidacy, Election, or Nomination (Month, Day, Year) 7/1/2011	Reporting Status (Check Appropriate Boxes) <input type="checkbox"/>	Incumbent <input type="checkbox"/>	Calendar Year Covered by Report <input type="checkbox"/>	New Entrant, Nominee, or Candidate <input type="checkbox"/>	Termination Filer <input checked="" type="checkbox"/>	Termination Date (If Applicable) (Month, Day, Year) 2/27/13
Reporting Individual's Name	Last Name Panetta		First Name and Middle Initial Leon E.			
Position for Which Filing	Title of Position Secretary		Department or Agency (If Applicable) Department of Defense			
Location of Present Office (or forwarding address)	Address (Number, Street, City, State, and ZIP Code) Pentagon, Washington DC 20301			Telephone No. (Include Area Code) 703-692-7100		
Position(s) Held with the Federal Government During the Preceding Months (If Not Same as Above)	Title of Position(s) and Date(s) Held					
Presidential Nominees Subject to Senate Confirmation	Name of Congressional Committee Considering Nomination Committee on Armed Services		Do You Intend to Create a Qualified Diversified Trust? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
Certification	Signature of Reporting Individual			Date (Month, Day, Year)		
I CERTIFY that the statements I have made on this form and all attached schedules are true, complete and correct to the best of my knowledge.				4/5/13		
Other Review (If desired by agency)	Signature of Other Reviewer			Date (Month, Day, Year)		
Agency Ethics Official's Opinion	Signature of Designated Agency Ethics Official/Reviewing Official			Date (Month, Day, Year)		
On the basis of information contained in this report, I conclude that the filer is in compliance with applicable laws and regulations (subject to any comments in box below).				4/12/2013		
Office of Government Ethics Use Only	Signature			Date (Month, Day, Year)		
				5-9-2013		
Comments of Reviewing Officials (If additional space is required, use the reverse side of this sheet)						
IR completed. 4/12/13 EMD (Check box if filing extension granted & indicate number of days 45) <input checked="" type="checkbox"/>						

Fee for Late Filing
 Any individual who is required to file this report and does so more than 30 days after the date the report is required to be filed, or, if an extension is granted, more than 30 days after the last day of the filing extension period, shall be subject to a \$200 fee.

Reporting Periods
Incumbents: The reporting period is the preceding calendar year except Part II of Schedule C and Part I of Schedule D where you must also include the filing year up to the date you file. Part II of Schedule D is not applicable.
Termination Filers: The reporting period begins at the end of the period covered by your previous filing and ends at the date of termination. Part II of Schedule D is not applicable.

Nominees, New Entrants and Candidates for President and Vice President:
Schedule A--The reporting period for income (BLOCK C) is the preceding calendar year and the current calendar year up to the date of filing. Value assets as of any date you choose that is within 31 days of the date of filing.
Schedule B--Not applicable.
Schedule C, Part I (Liabilities)--The reporting period is the preceding calendar year and the current calendar year up to any date you choose that is within 31 days of the date of filing.
Schedule C, Part II (Agreements or Arrangements)--Show any agreements or arrangements as of the date of filing.
Schedule D--The reporting period is the preceding two calendar years and the current calendar year up to the date of filing.

Agency Use Only
 4/12/13 EMD

OGE Use Only
 MAY 1 2013

Reporting Individual's Name Panetta, Leon E.	SCHEDULE B	Page Number 8
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Part I: Transactions

None

Report any purchase, sale, or exchange by you, your spouse, or dependent children during the reporting period of any real property, stocks, bonds, commodity futures, and other securities when the amount of the transaction exceeded \$1,000. Include transactions that resulted in a loss.

Do not report a transaction involving property used solely as your personal residence, or a transaction solely between you, your spouse, or dependent child. Check the "Certificate of divestiture" block to indicate sales made pursuant to a certificate of divestiture from OGE.

	Identification of Assets	Transaction Type (x)			Date (Mo., Day, Yr.)	Amount of Transaction (x)												
		Purchase	Sale	Exchange		\$1,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$250,000	\$250,001 - \$500,000	\$500,001 - \$1,000,000	Over \$1,000,000*	\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000	Over \$50,000,000	Certificate of divestiture	
	Example Central Airlines Common	x			2/1/99			x										
	Gamco Westwood Mighty Mites Fund (WEMMX) - renamed			x	11/1/12	x												
2	Teton Westwood Mighty Mites Fund (WEMMX)			x	11/1/12	x												
3	Wasatch Large Cap Value Fund (FMIEIX)		x		9/10/12			x										
4	Discover Bank CD		x		2/21/12			x										
5	General Electric Capital Bank CD		x		7/2/12			x										

* This category applies only if the underlying asset is solely that of the filer's spouse or dependent children. If the underlying asset is either held by the filer or jointly held by the filer with the spouse or dependent children, use the other higher categories of value, as appropriate

Part II: Gifts, Reimbursements, and Travel Expenses

For you, your spouse and dependent children, report the source, a brief description, and the value of: (1) gifts (such as tangible items, transportation, lodging, food, or entertainment) received from one source totaling more than \$350 and (2) travel-related cash reimbursements received from one source totaling more than \$350. For conflicts analysis, it is helpful to indicate a basis for receipt, such as personal friend, agency approval under 5 U.S.C. § 4111 or other statutory authority, etc. For travel-related gifts and reimbursements, include travel itinerary dates, and the nature of expenses provided. Exclude anything given to you by

the U.S. Government; given to your agency in connection with official travel received from relatives; received by your spouse or dependent child totally independent of their relationship to you; or provided as personal hospitality at the donor's residence. Also, for purposes of aggregating gifts to determine the total value from one source, exclude items worth \$140 or less. See instruction for other exclusions.

None

	Source (Name and Address)	Brief Description	Value
	Examples Nat'l Assn. of Rock Collectors, NY, NY	Airline ticket, hotel room & meals incident to national conference 6/15/99 (personal activity unrelated to duty)	\$500
	Frank Jones, San Francisco, CA	Leather briefcase (personal friend)	\$385
1			
2			
3			
4			
5			

Reporting Individual's Name Panetta, Leon E.	SCHEDULE B continued (Use only if needed)	Page Number 9
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Part I: Transactions

16	Identification of Assets	Transaction Type (x)			Date (Mo., Day, Yr.)	Amount of Transaction (x)												
		Purchase	Sale	Exchange		\$1,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$250,000	\$250,001 - \$500,000	\$500,001 - \$1,000,000	Over \$1,000,000*	\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000	Over \$50,000,000	Certificate of divestiture	
1	Metropolitan West (MWTRX)	x			9/10/12			x										
2	SIT US Govt Sec Fund (SNGVX)	x			9/10/12				x									
3	Vanguard GNMA Fd (VFIIX)	x			9/10/12			x										
4																		
5																		
6																		
7																		
8																		
9																		
10																		
11																		
12																		
13																		
14																		
15																		
16																		

* This category applies only if the underlying asset is solely that of the filer's spouse or dependent children. If the underlying asset is either held by the filer or jointly held by the filer with the spouse or dependent children, use the other higher categories of value, as appropriate.

Reporting Individual's Name Panetta, Leon E.	SCHEDULE C	Page Number 10
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Part I: Liabilities

Report liabilities over \$10,000 owed to any one creditor at any time during the reporting period by you, your spouse, or dependent children. Check the highest amount owed during the reporting period. Exclude a mortgage on your

personal residence unless it is rented out; loans secured by automobiles, household furniture or appliances; and liabilities owed to certain relatives listed in instructions. See instructions for revolving charge accounts

None

Category of Amount or Value (x)

Examples	Creditors (Name and Address)	Type of Liability	Date Incurred	Interest Rate	Term if applicable	Category of Amount or Value (x)																	
						\$10,001 - 100,010	\$15,001 - 50,000	\$50,001 - 100,000	\$100,001 - 100,000	\$250,001 - 500,000	\$500,001 - 1,000,000	\$1,000,000*	Over \$1,000,000	\$5,000,000	\$5,000,001 - 25,000,000	\$25,000,001 - 50,000,000	Over \$50,000,000						
	First District Bank, Washington, DC John Jones, Washington, DC	Mortgage on rental property, Delaware Promissory note	1991 1999	8% 10%	25 yrs. on demand			x															
	Bank of America	Loan (mortgage on personal residence)	2005	5.69%	25 yrs									x									
2	Bank of America	Line of credit	2005	3.25%	10 yrs						x												
3																							
4																							
5																							

* This category applies only if the liability is solely that of the filer's spouse or dependent children. If the liability is that of the filer or a joint liability of the filer with the spouse or dependent children, mark the other higher categories, as appropriate

Part II: Agreements or Arrangements

Report your agreements or arrangements for: (1) continuing participation in an employee benefit plan (e.g. pension, 401k, deferred compensation); (2) continuation of payment by a former employer (including severance payments); (3) leave

of absence; and (4) future employment. See instructions regarding the reporting of negotiations for any of these arrangements or benefits

None

Example	Status and Terms of any Agreement or Arrangement	Parties	Date
	Pursuant to partnership agreement, will receive lump sum payment of capital account & partnership share calculated on service performed through 1/00.	Doe Jones & Smith, Hometown, State	7/85
1	Leon E. Panetta 401(k) Profit Sharing Plan. I have retained my investments through this plan. All investments are disclosed on Schedule A.	Leon E. Panetta 401(k) Profit Sharing Plan, Carmel, CA	1/05
2	Leon E. Panetta will assume an uncompensated position at the Panetta Institute	Panetta Institute	2/13
3			
4			
5			
6			

Reporting Individual's Name Panetta, Leon E.	SCHEDULE D	Page Number 11
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Part I: Positions Held Outside U.S. Government

Report any positions held during the applicable reporting period, whether compensated or not. Positions include but are not limited to those of an officer, director, trustee, general partner, proprietor, representative, employee, or

consultant of any corporation, firm, partnership, or other business enterprise or any non-profit organization or educational institution. Exclude positions with religious, social, fraternal, or political entities and those solely of an honorary nature.

None

	Organization (Name and Address)	Type of Organization	Position Held	From (Mo., Yr.)	To (Mo., Yr.)
Examples	Nat'l Assn. of Rock Collectors, NY, NY Doe Jones & Smith, Hometown, State	Non-profit education Law firm	President Partner	6/92 7/85	Present 1/00
1					
2					
3					
4					
5					
6					

Part II: Compensation in Excess of \$5,000 Paid by One Source

Report sources of more than \$5,000 compensation received by you or your business affiliation for services provided directly by you during any one year of the reporting period. This includes the names of clients and customers of any corporation, firm, partnership, or other business enterprise, or any other

non-profit organization when you directly provided the services generating a fee or payment of more than \$5,000. You need not report the U.S. Government as a source.

Do not complete this part if you are an Incumbent, Termination Filer, or Vice Presidential or Presidential Candidate.

None

	Source (Name and Address)	Brief Description of Duties
Examples	Doe Jones & Smith, Hometown, State Metro University (client of Doe Jones & Smith), Moneytown, State	Legal services Legal services in connection with university construction
1		
2		
3		
4		
5		
6		