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BP PLC  
Form 13F-HR  
May 08, 2009

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2009

Check here if Amendment [ ] ; Amendment Number: \_\_\_\_\_  
This Amendment (Check only one.): [ ] is a restatement.  
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: BP p.l.c.  
Address: 1 St James's Square  
London SW1Y 4PD  
England

Form 13F File Number: 28-05353

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Dr. Byron E. Grote  
Title: Chief Financial Officer and Executive Director  
Phone: 020 7496 4263

Signature, Place, and Date of Signing:

/s/ Byron Grote	London, UK	7th May 2009
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[Signature]	[City,State]	[Date]

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

[ ] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

[ ] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

Form 13F File Number	Name
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Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1  
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Form 13F Information Table Entry Total: 356  
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Form 13F Information Table Value Total: \$ 1,371,568  
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(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
01	28-05357	BP Investment Management Limited

BP P.L.C.  
FORM 13F INFORMATION TABLE  
MARCH 31, 2009

ISSUER	TITLE OF CLASS	CUSIP	MARKET VALUE ( USD 000 )	SHARES /PRN AMT	SH/ PRN	INVESTMENT DISCRETION	MA
3M CO	COM	88579Y101	5,755	116,000	SH	DEFINED	
ABBOTT LABS	COM	002824100	12,974	272,000	SH	DEFINED	
ABERCROMBIE + FITCH CO	COM	002896207	380	16,000	SH	DEFINED	
ACE LIMITED	COM	H0023R105	1,656	41,000	SH	DEFINED	
ACTIVISION BLIZZARD INC	COM	00507V109	732	70,000	SH	DEFINED	
ADOBE SYS INC	COM	00724F101	1,942	91,000	SH	DEFINED	
AES CORP	COM	00130H105	661	114,000	SH	DEFINED	
AFLAC INC	COM	001055102	2,217	115,000	SH	DEFINED	
AGILENT TECHNOLOGIES INC	COM	00846U101	935	61,000	SH	DEFINED	
AIR PRODS + CHEMS INC	COM	009158106	2,639	47,000	SH	DEFINED	
ALCOA INC	COM	013817101	1,679	230,000	SH	DEFINED	
ALLEGHENY ENERGY INC	COM	017361106	1,110	48,000	SH	DEFINED	
ALLEGHENY TECHNOLOGIES	COM	01741R102	831	38,000	SH	DEFINED	
ALLERGAN INC	COM	018490102	2,479	52,000	SH	DEFINED	
ALLSTATE CORP	COM	020002101	1,743	91,000	SH	DEFINED	
ALTERA CORP	COM	021441100	1,573	90,000	SH	DEFINED	
ALTRIA GROUP INC	COM	02209S103	6,807	426,000	SH	DEFINED	

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AMAZON COM INC	COM	023135106	2,202	30,000	SH	DEFINED
AMEREN CORP	COM	023608102	856	37,000	SH	DEFINED
AMERICA MOVIL S A DE C V	ADR	02364W204	7,980	300,000	SH	DEFINED
AMERICA MOVIL SAB DE CV	ADR	02364W105	2,708	100,000	SH	DEFINED
AMERICAN ELEC PWR INC	COM	025537101	2,728	108,000	SH	DEFINED
AMERICAN EXPRESS CO	COM	025816109	2,249	165,000	SH	DEFINED
AMERICAN TOWER CORP	COM	029912201	2,732	90,000	SH	DEFINED
AMERIPRISE FINL INC	COM	03076C106	757	37,000	SH	DEFINED
AMERISOURCEBERGEN CORP	COM	03073E105	882	27,000	SH	DEFINED
AMGEN INC	COM	031162100	8,733	177,000	SH	DEFINED
AMPHENOL CORP NEW	COM	032095101	1,280	45,000	SH	DEFINED
ANADARKO PETE CORP	COM	032511107	3,648	94,000	SH	DEFINED
AON CORP	COM	037389103	3,060	75,000	SH	DEFINED
APACHE CORP	COM	037411105	3,578	56,000	SH	DEFINED
APPLE INC	COM	037833100	14,808	141,000	SH	DEFINED
APPLIED MATERIALS INC	COM	038222105	2,683	250,000	SH	DEFINED
ARCH CAP GROUP LTD	COM	G0450A105	1,529	28,400	SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	039483102	2,998	108,000	SH	DEFINED
AT+T INC	COM	00206R102	24,778	986,000	SH	DEFINED
AUTOMATIC DATA PROCESSING	COM	053015103	3,578	102,000	SH	DEFINED
AUTOZONE INC	COM	053332102	1,219	7,500	SH	DEFINED
AVON PRODS INC	COM	054303102	1,343	70,000	SH	DEFINED
BAKER HUGHES INC	COM	057224107	2,364	83,000	SH	DEFINED
BANCO BRADESCO SA	ADR	059460303	1,040	105,000	SH	DEFINED
BANK AMER CORP	COM	060505104	7,944	1,170,000	SH	DEFINED
BANK NEW YORK MELLON CORP	COM	064058100	6,829	242,000	SH	DEFINED
BARD C R INC	COM	067383109	1,354	17,000	SH	DEFINED
BAXTER INTL INC	COM	071813109	6,551	128,000	SH	DEFINED
BB+T CORP	COM	054937107	1,572	93,000	SH	DEFINED
BECTON DICKINSON + CO	COM	075887109	2,752	41,000	SH	DEFINED
BED BATH + BEYOND INC	COM	075896100	1,112	45,000	SH	DEFINED
BEST BUY CO INC	COM	086516101	2,196	58,000	SH	DEFINED
BIOGEN IDEC INC	COM	09062X103	3,139	60,000	SH	DEFINED
BLACK + DECKER CORP	COM	091797100	347	11,000	SH	DEFINED
BLOCK H + R INC	COM	093671105	1,035	57,000	SH	DEFINED
BMC SOFTWARE INC	COM	055921100	1,879	57,000	SH	DEFINED
BOEING CO	COM	097023105	4,357	123,000	SH	DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	2,025	255,000	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	8,408	385,000	SH	DEFINED
BROADCOM CORP	COM	111320107	1,495	75,000	SH	DEFINED
BURLINGTON NORTHN SANTAFE	COM	12189T104	2,827	47,000	SH	DEFINED
C H ROBINSON WORLDWIDE	COM	12541W209	1,319	29,000	SH	DEFINED
CA INC	COM	12673P105	1,195	68,000	SH	DEFINED
CABOT OIL + GAS CORP	COM	127097103	1,179	50,000	SH	DEFINED
CARDINAL HEALTH INC	COM	14149Y108	1,916	61,000	SH	DEFINED
CARNIVAL CORP	COM	143658300	2,157	100,000	SH	DEFINED
CATERPILLAR INC	COM	149123101	3,240	116,000	SH	DEFINED
CELGENE CORP	COM	151020104	4,524	102,000	SH	DEFINED
CEMEX S.A.B DE C.C ADR	ADR	151290889	1,686	269,788	SH	DEFINED
CENTERPOINT ENERGY INC	COM	15189T107	1,135	109,000	SH	DEFINED
CENTEX CORP	COM	152312104	300	40,000	SH	DEFINED
CHESAPEAKE ENERGY CORP	COM	165167107	2,824	166,000	SH	DEFINED
CHEVRON CORP	COM	166764100	23,933	357,000	SH	DEFINED
CHUBB CORP	COM	171232101	3,088	73,000	SH	DEFINED
CISCO SYS INC	COM	17275R102	17,684	1,057,000	SH	DEFINED
CITIGROUP INC	COM	172967101	1,638	650,000	SH	DEFINED
CITRIX SYS INC	COM	177376100	713	31,531	SH	DEFINED
CME GROUP INC	COM	12572Q105	3,203	13,000	SH	DEFINED
COACH INC	COM	189754104	967	58,000	SH	DEFINED
COCA COLA CO	COM	191216100	14,632	333,000	SH	DEFINED
COCA COLA ENTERPRISES INC	COM	191219104	765	58,000	SH	DEFINED
COGNIZANT TECHNOLOGY	COM	192446102	1,725	83,000	SH	DEFINED

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COLGATE PALMOLIVE CO	COM	194162103	5,009	85,000	SH	DEFINED
COMCAST CORP NEW	COM	20030N101	7,142	524,000	SH	DEFINED
COMERICA INC	COM	200340107	494	27,000	SH	DEFINED
COMPANHIA DE BEBIDAS DAS	ADR	20441W203	618	13,000	SH	DEFINED
COMPANHIA SIDERURGICANATL	ADR	20440W105	485	32,700	SH	DEFINED
COMPANHIA VALE DO RODOCE	ADR	204412209	2,195	165,000	SH	DEFINED
COMPUTER SCIENCES CORP	COM	205363104	955	26,000	SH	DEFINED
CONAGRA INC	COM	205887102	1,282	76,000	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	9,279	237,000	SH	DEFINED
CONSOL ENERGY INC	COM	20854P109	1,057	42,000	SH	DEFINED
CORNING INC	COM	219350105	3,509	265,000	SH	DEFINED
COSTCO WHSL CORP NEW	COM	22160K105	3,380	73,000	SH	DEFINED
COVENTRY HEALTH CARE INC	COM	222862104	362	28,000	SH	DEFINED
COVIDIEN LTD	COM	G2552X108	3,950	119,000	SH	DEFINED
CSX CORP	COM	126408103	1,729	67,000	SH	DEFINED
CTRIIP COM INTL ADR	ADR	22943F100	7,666	280,000	SH	DEFINED
CUMMINS INC	COM	231021106	889	35,000	SH	DEFINED
CVS CAREMARK CORP	COM	126650100	6,638	242,000	SH	DEFINED
D R HORTON INC	COM	23331A109	619	64,000	SH	DEFINED
DANAHER CORP	COM	235851102	2,977	55,000	SH	DEFINED
DEERE + CO	COM	244199105	2,362	72,000	SH	DEFINED
DELL INC	COM	24702R101	1,644	174,000	SH	DEFINED
DENISON MINES CORP	COM	248356107	22	30,240	SH	DEFINED
DEVON ENERGY CORPORATION	COM	25179M103	3,254	73,000	SH	DEFINED
DIRECTV GROUP INC	COM	25459L106	3,367	148,000	SH	DEFINED
DISNEY WALT CO	COM	254687106	6,168	340,000	SH	DEFINED
DOMINION RES INC VA NEW	COM	25746U109	2,446	79,000	SH	DEFINED
DONNELLEY R R + SONS CO	COM	257867101	462	63,000	SH	DEFINED
DOVER CORP	COM	260003108	871	33,000	SH	DEFINED
DOW CHEM CO	COM	260543103	1,304	155,000	SH	DEFINED
DTE ENERGY CO	COM	233331107	774	28,000	SH	DEFINED
DU PONT E I DE NEMOURS+CO	COM	263534109	3,388	152,000	SH	DEFINED
DUKE ENERGY HLDG CORP	COM	26441C105	3,046	213,000	SH	DEFINED
DYNEGY INC DEL	COM	26817G102	137	100,000	SH	DEFINED
EBAY INC	COM	278642103	2,266	181,000	SH	DEFINED
ECOLAB INC	COM	278865100	1,007	29,000	SH	DEFINED
EDISON INTL	COM	281020107	2,130	74,000	SH	DEFINED
EL PASO CORP	COM	28336L109	1,269	203,000	SH	DEFINED
ELECTRONIC ARTS INC	COM	285512109	1,000	55,000	SH	DEFINED
EMBARQ CORP	COM	29078E105	1,698	45,000	SH	DEFINED
EMBRAER EMPRESABRASILEIRA	ADR	29081M102	132	10,000	SH	DEFINED
EMC CORP	COM	268648102	5,121	450,000	SH	DEFINED
EMERSON ELEC CO	COM	291011104	4,198	147,000	SH	DEFINED
ENSCO INTL INC	COM	26874Q100	646	24,500	SH	DEFINED
ENTERGY CORP NEW	COM	29364G103	2,175	32,000	SH	DEFINED
EOG RESOURCES INC	COM	26875P101	3,391	62,000	SH	DEFINED
EQT CORP	COM	26884L109	627	20,000	SH	DEFINED
EQUIFAX INC	COM	294429105	1,147	47,000	SH	DEFINED
EXELON CORP	COM	30161N101	4,986	110,000	SH	DEFINED
EXPRESS SCRIPTS INC	COM	302182100	2,995	65,000	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	57,028	840,000	SH	DEFINED
FAMILY DLR STORES INC	COM	307000109	700	21,000	SH	DEFINED
FEDEX CORP	COM	31428X106	2,313	52,000	SH	DEFINED
FIFTH THIRD BANCORP	COM	316773100	303	104,000	SH	DEFINED
FIRST HORIZON NATL CORP	COM	320517105	375	35,000	SH	DEFINED
FIRSTENERGY CORP	COM	337932107	2,005	52,000	SH	DEFINED
FISERV INC	COM	337738108	1,961	54,000	SH	DEFINED
FLUOR CORP NEW	COM	343412102	1,520	44,000	SH	DEFINED
FOMENTO ECONOMICOMEXICANO	ADR	344419106	2,806	111,300	SH	DEFINED
FOREST LABS INC	COM	345838106	1,141	52,000	SH	DEFINED
FOSTER WHEELER AG	COM	H27178104	454	26,000	SH	DEFINED
FPL GROUP INC	COM	302571104	4,154	82,000	SH	DEFINED

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FRANKLIN RES INC	COM	354613101	1,939	36,000	SH	DEFINED
FREEMPORTMCMORANCOPPERGOLD	COM	35671D857	2,436	64,000	SH	DEFINED
FRONTIER COMMUNICATIONS	COM	35906A108	422	59,000	SH	DEFINED
GAP INC	COM	364760108	1,689	130,000	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	3,202	77,000	SH	DEFINED
GENERAL ELEC CO	COM	369604103	17,753	1,756,000	SH	DEFINED
GENERAL MLS INC	COM	370334104	2,788	56,000	SH	DEFINED
GENUINE PARTS CO	COM	372460105	834	28,000	SH	DEFINED
GENZYME CORP	COM	372917104	3,324	56,000	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	8,380	181,000	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	7,845	74,000	SH	DEFINED
GOOGLE INC	COM	38259P508	14,066	40,500	SH	DEFINED
GRAINGER W W INC	COM	384802104	1,962	28,000	SH	DEFINED
GRUPO TELEVISION SA DE CV	ADR	40049J206	2,114	155,000	SH	DEFINED
HALLIBURTON CO	COM	406216101	3,368	218,000	SH	DEFINED
HARLEY DAVIDSON INC	COM	412822108	548	41,000	SH	DEFINED
HARSCO CORP	COM	415864107	453	20,500	SH	DEFINED
HASBRO INC	COM	418056107	552	22,000	SH	DEFINED
HEINZ H J CO	COM	423074103	2,279	69,000	SH	DEFINED
HELLENICTELECOMMUNICATION	ADR	423325307	210	27,778	SH	DEFINED
HERSHEY CO / THE	COM	427866108	1,005	29,000	SH	DEFINED
HESS CORP	COM	42809H107	3,683	68,000	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	14,203	443,000	SH	DEFINED
HOME DEPOT INC	COM	437076102	7,298	312,000	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	4,451	160,000	SH	DEFINED
HOSPIRA INC	COM	441060100	864	28,000	SH	DEFINED
HUDSON CITY BANCORP INC	COM	443683107	1,049	90,000	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	2,618	85,000	SH	DEFINED
INGERSOLL RAND COMPANY	COM	G4776G101	771	56,050	SH	DEFINED
INTEL CORP	COM	458140100	16,037	1,067,000	SH	DEFINED
INTERCONTINENTAL EXCHANGE	COM	45865V100	94,436	1,268,110	SH	SOLE
IBM	COM	459200101	23,832	246,000	SH	DEFINED
INTERNATIONAL PAPER CO	COM	460146103	528	75,000	SH	DEFINED
INTERPUBLIC GROUP COS INC	COM	460690100	349	85,000	SH	DEFINED
INTUIT	COM	461202103	2,024	75,000	SH	DEFINED
ISHARES TR	COM	464287564	4,148	152,000	SH	DEFINED
ITT CORP NEW	COM	450911102	2,191	57,000	SH	DEFINED
J C PENNEY INC	COM	708160106	661	33,000	SH	DEFINED
JOHNSON + JOHNSON	COM	478160104	24,445	465,000	SH	DEFINED
JOHNSON CTLS INC	COM	478366107	1,211	101,000	SH	DEFINED
JOY GLOBAL INC	COM	481165108	574	27,000	SH	DEFINED
JPMORGAN CHASE + CO	COM	46625H100	18,313	690,000	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	1,370	91,000	SH	DEFINED
KB HOME	COM	48666K109	382	29,000	SH	DEFINED
KELLOGG CO	COM	487836108	1,573	43,000	SH	DEFINED
KEYCORP NEW	COM	493267108	658	84,000	SH	DEFINED
KIMBERLY CLARK CORP	COM	494368103	3,221	70,000	SH	DEFINED
KLA TENCOR CORP	COM	482480100	679	34,000	SH	DEFINED
KOHL'S CORP	COM	500255104	2,156	51,000	SH	DEFINED
KRAFT FOODS INC	COM	50075N104	5,496	247,000	SH	DEFINED
KROGER CO	COM	501044101	2,349	111,000	SH	DEFINED
L 3 COMMUNICATIONS HLDG	COM	502424104	1,963	29,000	SH	DEFINED
LAUDER ESTEE COS INC	COM	518439104	838	34,000	SH	DEFINED
LEUCADIA NATL CORP	COM	527288104	476	32,000	SH	DEFINED
LG DISPLAY CO LTD	ADR	50186V102	1,789	175,000	SH	DEFINED
LIBERTY MEDIA CORP NEW	COM	53071M500	678	34,000	SH	DEFINED
LILLY ELI + CO	COM	532457108	5,603	168,000	SH	DEFINED
LIMITED BRANDS INC	COM	532716107	434	50,000	SH	DEFINED
LINCOLN NATL CORP IN	COM	534187109	287	43,000	SH	DEFINED
LINEAR TECHNOLOGY CORP	COM	535678106	896	39,000	SH	DEFINED
LOCKHEED MARTIN CORP	COM	539830109	4,413	64,000	SH	DEFINED
LOEWS CORP	COM	540424108	1,373	62,147	SH	DEFINED

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LORILLARD INC	COM	544147101	2,453	39,797	SH	DEFINED
LOWES COS INC	COM	548661107	4,475	246,000	SH	DEFINED
M + T BK CORP	COM	55261F104	1,217	27,000	SH	DEFINED
MACYS INC	COM	55616P104	1,200	135,000	SH	DEFINED
MAGELLAN MIDSTREAMHOLDING	COM	55907R108	578	33,048	SH	SOLE
MARATHON OIL CORP	COM	565849106	3,126	119,000	SH	DEFINED
MARRIOTT INTL INC NEW	COM	571903202	818	50,000	SH	DEFINED
MARSH + MCLENNAN COS INC	COM	571748102	2,347	116,000	SH	DEFINED
MARSHALL + ILSLEY CORP	COM	571837103	246	44,000	SH	DEFINED
MASTERCARD INC	COM	57636Q104	2,088	12,500	SH	DEFINED
MATTEL INC	COM	577081102	738	64,000	SH	DEFINED
MCAFFEE INC	COM	579064106	905	27,000	SH	DEFINED
MCDONALDS CORP	COM	580135101	10,192	187,000	SH	DEFINED
MCGRAW HILL COS INC	COM	580645109	1,212	53,000	SH	DEFINED
MCKESSON CORP	COM	58155Q103	1,645	47,000	SH	DEFINED
MEDCO HEALTH SOLUTIONS	COM	58405U102	4,746	115,000	SH	DEFINED
MEDTRONIC INC	COM	585055106	5,537	188,000	SH	DEFINED
MEMC ELECTR MATLS INC	COM	552715104	642	39,000	SH	DEFINED
MERCK + CO INC	COM	589331107	9,479	355,000	SH	DEFINED
METLIFE INC	COM	59156R108	3,028	133,000	SH	DEFINED
METROPCS COMMUNICATIONS	COM	591708102	44,931	2,630,613	SH	SOLE
MICRON TECHNOLOGY INC	COM	595112103	558	138,000	SH	DEFINED
MICROSOFT CORP	COM	594918104	23,737	1,295,000	SH	DEFINED
MINDRAY MED INTL LTD	ADR	602675100	7,404	400,000	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	8,636	104,000	SH	DEFINED
MOODYS CORP	COM	615369105	801	35,000	SH	DEFINED
MORGAN STANLEY	COM	617446448	4,856	214,000	SH	DEFINED
MOTOROLA INC	COM	620076109	1,593	381,000	SH	DEFINED
MURPHY OIL CORP	COM	626717102	2,054	46,000	SH	DEFINED
NATIONAL OILWELL VARCO	COM	637071101	2,033	71,000	SH	DEFINED
NETAPP INC	COM	64110D104	857	58,000	SH	DEFINED
NEW ORIENTAL EDTECHNOLOGY	ADR	647581107	7,538	150,000	SH	DEFINED
NEWMONT MNG CORP	COM	651639106	4,915	110,000	SH	DEFINED
NEWS CORP	COM	65248E203	2,761	360,000	SH	DEFINED
NIKE INC	COM	654106103	3,091	66,000	SH	DEFINED
NORDSTROM INC	COM	655664100	468	28,000	SH	DEFINED
NORFOLK SOUTHN CORP	COM	655844108	2,122	63,000	SH	DEFINED
NORTHERN TRUST CORP	COM	665859104	2,095	35,000	SH	DEFINED
NORTHROP GRUMMAN CORP	COM	666807102	2,398	55,000	SH	DEFINED
NUCOR CORP	COM	670346105	2,553	67,000	SH	DEFINED
NVIDIA CORP	COM	67066G104	944	96,000	SH	DEFINED
NYSE EURONEXT	COM	629491101	1,038	58,000	SH	DEFINED
OCCIDENTAL PETE CORP	COM	674599105	8,845	159,000	SH	DEFINED
OMNICOM GROUP	COM	681919106	1,239	53,000	SH	DEFINED
ORACLE CORP	COM	68389X105	13,220	732,000	SH	DEFINED
PACCAR INC	COM	693718108	1,570	61,000	SH	DEFINED
PARKER HANNIFIN CORP	COM	701094104	949	28,000	SH	DEFINED
PAYCHEX INC	COM	704326107	1,410	55,000	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	1,978	79,000	SH	DEFINED
PEPSI BOTTLING GROUP INC	COM	713409100	531	24,000	SH	DEFINED
PEPSICO INC	COM	713448108	13,488	262,000	SH	DEFINED
PETROLEO BRASILEIRO SA	ADR	71654V408	3,808	125,000	SH	DEFINED
PFIZER INC	COM	717081103	15,363	1,128,000	SH	DEFINED
PG+E CORP	COM	69331C108	2,897	76,000	SH	DEFINED
PHILIP MORRIS INTL ORD	COM	718172109	13,640	384,000	SH	DEFINED
PHOENIX COMPANIES	COM	71902E109	119	101,817	SH	SOLE
PITNEY BOWES INC	COM	724479100	816	35,000	SH	DEFINED
PNC FINL SVCS GROUP INC	COM	693475105	2,476	85,000	SH	DEFINED
POLO RALPH LAUREN CORP	COM	731572103	423	10,000	SH	DEFINED
PPG INDS INC	COM	693506107	1,031	28,000	SH	DEFINED
PPL CORP	COM	69351T106	1,834	64,000	SH	DEFINED
PRAXAIR INC	COM	74005P104	4,165	62,000	SH	DEFINED

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PRECISION CASTPARTS CORP	COM	740189105	1,194	20,000	SH	DEFINED
PRICE T ROWE GROUP INC	COM	74144T108	1,578	55,000	SH	DEFINED
PRINCIPAL FINANCIAL GROUP	COM	74251V102	359	44,000	SH	DEFINED
PROCTER AND GAMBLE CO	COM	742718109	23,176	493,000	SH	DEFINED
PROGRESS ENERGY INC	COM	743263105	1,629	45,000	SH	DEFINED
PROGRESSIVE CORP OHIO	COM	743315103	1,544	115,000	SH	DEFINED
PRUDENTIAL FINL INC	COM	744320102	1,385	73,000	SH	DEFINED
PUBLIC SVC ENTERPRISE	COM	744573106	2,855	97,000	SH	DEFINED
PULTE HOMES INC	COM	745867101	403	37,000	SH	DEFINED
QUALCOMM INC	COM	747525103	11,443	295,000	SH	DEFINED
QUEST DIAGNOSTICS INC	COM	74834L100	1,277	27,000	SH	DEFINED
QUESTAR CORP	COM	748356102	1,942	66,000	SH	DEFINED
QWEST COMMUNICATIONS INTL	COM	749121109	921	270,000	SH	DEFINED
RANGE RES CORP	COM	75281A109	1,397	34,000	SH	DEFINED
RAYTHEON CO	COM	755111507	3,187	82,000	SH	DEFINED
ROCKWELL COLLINS INC	COM	774341101	880	27,000	SH	DEFINED
SAFEWAY INC	COM	786514208	1,490	74,000	SH	DEFINED
SCHERING PLOUGH CORP	COM	806605101	6,436	274,000	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	8,754	216,000	SH	DEFINED
SCHWAB CHARLES CORP	COM	808513105	3,065	198,000	SH	DEFINED
SEMPRA ENERGY	COM	816851109	2,587	56,000	SH	DEFINED
SIGMA ALDRICH	COM	826552101	830	22,000	SH	DEFINED
SIMON PPTY GROUP INC NEW	COM	828806109	1,378	39,922	SH	DEFINED
SMITH INTL INC	COM	832110100	836	39,000	SH	DEFINED
SOHU COM INC	COM	83408W103	8,262	200,000	SH	DEFINED
SOUTHERN CO	COM	842587107	3,393	111,000	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	1,746	59,000	SH	DEFINED
SPECTRA ENERGY CORP	COM	847560109	1,454	103,000	SH	DEFINED
SPRINT NEXTEL CORP	COM	852061100	1,555	438,000	SH	DEFINED
ST JUDE MED INC	COM	790849103	2,865	79,000	SH	DEFINED
STANLEY WORKS	COM	854616109	436	15,000	SH	DEFINED
STAPLES INC	COM	855030102	2,173	120,000	SH	DEFINED
STARWOOD HOTELS + RESORTS	COM	85590A401	393	31,000	SH	DEFINED
STATE STREET CORPORATION	COM	857477103	2,242	73,000	SH	DEFINED
STRYKER CORP	COM	863667101	1,427	42,000	SH	DEFINED
SUN MICROSYSTEMS INC	COM	866810203	838	114,000	SH	DEFINED
SUNTRUST BKS INC	COM	867914103	704	60,000	SH	DEFINED
SUPERVALU INC	COM	868536103	542	38,000	SH	DEFINED
SYMANTEC CORP	COM	871503108	2,148	144,000	SH	DEFINED
SYSCO CORP	COM	871829107	2,326	102,000	SH	DEFINED
TAIWAN GTR CHINA FD	COM	874037104	276	73,905	SH	DEFINED
TARGET CORP	COM	87612E106	5,049	147,000	SH	DEFINED
TELENORTELESTEPARTICIPACO	ADR	879246106	215	15,500	SH	DEFINED
TELEFONOS DE MEXICO S A	ADR	879403707	1,424	95,000	SH	DEFINED
TELEFONOS DE MEXICO S A	ADR	879403780	1,740	116,000	SH	DEFINED
TELEMEX INTERNATIONAL SAB	ADR	879690105	1,064	116,000	SH	DEFINED
TELMEX INTERNACIONAL SAB	ADR	879690204	855	95,000	SH	DEFINED
TENET HEALTHCARE CORP	COM	88033G100	114	100,000	SH	DEFINED
TEVA PHARMACEUTICAL INDS	ADR	881624209	1,757	39,000	SH	DEFINED
TEXAS INSTRS INC	COM	882508104	2,966	180,000	SH	DEFINED
THERMO FISHER SCIENTIFIC	COM	883556102	3,847	108,000	SH	DEFINED
TIFFANY + CO NEW	COM	886547108	495	23,000	SH	DEFINED
TIME WARNER CABLE INC	COM	88732J207	1,253	50,536	SH	DEFINED
TIME WARNER INC	COM	887317303	3,888	201,333	SH	DEFINED
TJX COS INC NEW	COM	872540109	2,634	103,000	SH	DEFINED
TORONTO DOMINION BK ONT	COM	891160509	615	17,810	SH	DEFINED
TRAVELERS COS INC	COM	89417E109	5,243	129,000	SH	DEFINED
TYCO ELECTRONICS LTD	COM	G9144P105	880	80,000	SH	DEFINED
UNION PAC CORP	COM	907818108	3,488	85,000	SH	DEFINED
UNITED PARCEL SVC INC	COM	911312106	8,211	167,000	SH	DEFINED
UNITED STS STL CORP NEW	COM	912909108	380	18,000	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	7,386	172,000	SH	DEFINED

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UNITEDHEALTH GROUP INC	COM	91324P102	4,765	228,000	SH	DEFINED
UNUM GROUP	COM	91529Y106	1,199	96,000	SH	DEFINED
US BANCORP DEL	COM	902973304	4,704	322,000	SH	DEFINED
VALERO ENERGY CORP	COM	91913Y100	1,575	88,000	SH	DEFINED
VERISIGN INC	COM	92343E102	660	35,000	SH	DEFINED
VERIZON COMMUNICATIONS	COM	92343V104	15,507	515,000	SH	DEFINED
VIACOM INC NEW	COM	92553P201	1,822	105,000	SH	DEFINED
VULCAN MATLS CO	COM	929160109	709	16,000	SH	DEFINED
WAL MART STORES INC	COM	931142103	19,552	376,000	SH	DEFINED
WALGREEN CO	COM	931422109	4,329	167,000	SH	DEFINED
WASTE MGMT INC DEL	COM	94106L109	3,118	122,000	SH	DEFINED
WATERS CORP	COM	941848103	665	18,000	SH	DEFINED
WELLPOINT INC	COM	94973V107	3,678	97,000	SH	DEFINED
WELLS FARGO + CO NEW	COM	949746101	9,299	653,000	SH	DEFINED
WESTERN UN CO	COM	959802109	1,546	123,000	SH	DEFINED
WEYERHAEUSER CO	COM	962166104	1,018	37,000	SH	DEFINED
WHIRLPOOL CORP	COM	963320106	383	13,000	SH	DEFINED
WILLIAMS COS INC	COM	969457100	1,612	142,000	SH	DEFINED
WINDSTREAM CORP	COM	97381W104	605	75,000	SH	DEFINED
WISCONSIN ENERGY CORP	COM	976657106	823	20,000	SH	DEFINED
WYETH	COM	983024100	10,735	250,000	SH	DEFINED
XCEL ENERGY INC	COM	98389B100	1,450	78,000	SH	DEFINED
XILINX INC	COM	983919101	900	47,000	SH	DEFINED
XL CAPITAL LTD	COM	G98255105	925	170,000	SH	DEFINED
XTO ENERGY INC	COM	98385X106	3,820	125,000	SH	DEFINED
YAHOO INC	COM	984332106	3,681	288,000	SH	DEFINED
YUM BRANDS INC	COM	988498101	2,168	79,000	SH	DEFINED
ZIMMER HOLDINGS INC	COM	98956P102	1,424	39,000	SH	DEFINED
ZIONS BANCORP	COM	989701107	201	20,500	SH	DEFINED
			1,371,568			