

BP PLC  
Form S-8 POS  
July 11, 2002

As filed with the Securities and Exchange Commission on July 11, 2002

Registration No. 333-34968

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**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**Post-Effective Amendment No. 1**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
**Under**  
**THE SECURITIES ACT OF 1933**

**BP p.l.c.**  
**(formerly BP Amoco p.l.c.)**

(Exact name of registrant as specified in its charter)

England and Wales  
(State or other jurisdiction of incorporation  
or organization)

None  
(I.R.S. Employer Identification No.)

Brittanic House  
1 Finsbury Circus  
London EC2M 7BA  
England  
(Address of Principal Executive Offices)

**BP CAPITAL ACCUMULATION PLAN**  
(formerly Atlantic Richfield Company Capital Accumulation Plan)

**1985 ATLANTIC RICHFIELD COMPANY**  
**EXECUTIVE LONG-TERM INCENTIVE PLAN**

**ATLANTIC RICHFIELD COMPANY**  
**STOCK OPTION PLAN FOR**  
**OUTSIDE DIRECTORS**  
(Full Title of Plans)

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Daniel B. Pinkert

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Corporate Secretary  
BP America Inc.  
200 E. Randolph Drive  
Chicago, Illinois  
(312)856-6111

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Explanatory Statement

BP p.l.c. ("BP") hereby amends its registration statement on Form S-8 (Registration No. 333-34968) by filing this Post-Effective Amendment No. 1 thereto (i) to reflect the change in the name of the Atlantic Richfield Company Capital Accumulation Plan to the BP Capital Accumulation Plan and the amendment of that plan covered by this registration statement and (ii) to reflect the deletion of the CH-Twenty Inc. Capital Accumulation Plan from this registration statement because of the merger of that plan with the BP Employee Savings Plan, effective December 31, 2001.

Effective December 31, 2001 the Atlantic Richfield Company Capital Accumulation Plan was renamed the BP Capital Accumulation Plan. The amended plan text is filed herewith as Exhibit 4.3(a) and replaces and supercedes current Exhibit 4.3(a) to this registration statement.

SIGNATURES OF BP P.L.C.

Pursuant to the requirements of the Securities Act of 1933, BP p.l.c. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement, or amendment thereto, to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of London, England, on the 10, day of July, 2002.

BP p.l.c.

By: /s/Judith C. Hanratty

Title: Corporate Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement, or amendment thereto, has been signed by the following persons in the indicated capacities on the 10<sup>th</sup> day of July, 2002.

Name

Title

\*

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Peter Sutherland

Non-Executive Chairman

Non-Executive Deputy Chairman

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<hr/> *	
Sir Ian Prosser	
<hr/> *	Group Chief Executive and Executive Director (Principal Executive Officer)
The Lord Browne of Madingley	
<hr/> *	Chief Financial Officer and Executive Director (Principal Financial and Accounting Officer)
Dr. J.G.S. Buchanan	
<hr/> *	Deputy Group Chief Executive and Executive Director
Rodney F. Chase	
<hr/> *	Executive Director
Dr. Byron E. Grote	
<hr/> *	Executive Director
Richard L. Olver	
<hr/> *	Non-Executive Director
John H. Bryan	
<hr/> *	Non-Executive Director
Erroll B. Davis, Jr.	
<hr/> *	Non-Executive Director
Dr. DeAnne S. Julius	
<hr/> *	Non-Executive Director
Charles F. Knight	
<hr/> *	Non-Executive Director
Floris A. Maljers	
<hr/> *	Non-Executive Director
Dr. Walter E. Massey	
<hr/> *	Non-Executive Director
H. Michael P. Miles	
	Non-Executive Director

\_\_\_\_\_  
\*  
Sir Robin Nicholson

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\*  
Michael H. Wilson

Non-Executive Director

\_\_\_\_\_  
/s/ Daniel B. Pinkert  
Daniel B. Pinkert

Authorized Representative in the United States

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\* By: /s/ Daniel B. Pinkert  
Daniel B. Pinkert

Attorney-in-fact

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SIGNATURE OF BP CAPITAL ACCUMULATION PLAN

Pursuant to the requirements of the Securities Act of 1933, the plan administrator has duly caused this registration statement, or amendment thereto, to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on July 10, 2002.

By: BP CORPORATION NORTH AMERICA, INC.,

Plan Administrator

By: /s/ Donald Packham

Title: Senior Vice-President of Human

Resources - BP Corporation North America, Inc.

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EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
4.3(a)	BP Capital Accumulation Plan as amended effective December 31, 2001
23.1	Consent of Ernst & Young LLP, Independent Auditors, London, England
23.2	Consent of Ernst & Young LLP, Independent Auditors, Chicago, Illinois
24.	Powers of Attorney - included in signature page of Registration Statement 333-34968 (incorporated by reference)