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BP PLC  
Form 13F-HR  
August 04, 2011

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2011

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                      August 3, 2011  
-----  
[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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28-\_\_\_\_\_

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1  
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Form 13F Information Table Entry Total: 225  
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Form 13F Information Table Value Total: \$ 1,712,022  
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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  
JUNE 30, 2011

ISSUER	TITLE OF CLASS	CUSIP	MARKET VALUE ( USD 000 )	SHARES /PRN AMT	SH/ PRN	INVESTMENT DISCRETION	MA
3M CO	COM	88579Y101	9,104	96,000	SH	DEFINED	
ABBOTT LABORATORIES	COM	002824100	10,779	205,000	SH	DEFINED	
ABERCROMBIE + FITCH CO	COM	002896207	1,337	20,000	SH	DEFINED	
AETNA INC	COM	00817Y108	2,203	50,000	SH	DEFINED	
AGILENT TECHNOLOGIES INC	COM	00846U101	7,667	150,000	SH	DEFINED	
AIR PRODUCTS + CHEMICALS	COM	009158106	7,644	80,000	SH	DEFINED	
ALLERGAN INC	COM	018490102	7,492	90,000	SH	DEFINED	
ALTERA CORP	COM	021441100	2,039	44,000	SH	DEFINED	
ALTRIA GROUP INC	COM	02209S103	7,392	280,000	SH	DEFINED	
AMAZON.COM INC	COM	023135106	9,200	45,000	SH	DEFINED	
AMERICA MOVIL ADR SERIES	ADR	02364W204	16,116	300,000	SH	DEFINED	
AMERICA MOVIL ADR SERIES	ADR	02364W105	5,452	101,224	SH	DEFINED	
AMERICAN EXPRESS CO	COM	025816109	7,237	140,000	SH	DEFINED	
AMERICAN TOWER CORP CL A	COM	029912201	4,392	84,000	SH	DEFINED	
AMERISOURCEBERGEN CORP	COM	03073E105	6,492	156,800	SH	DEFINED	
AMGEN INC	COM	031162100	7,350	126,000	SH	DEFINED	
AMPHENOL CORP CL A	COM	032095101	3,453	64,000	SH	DEFINED	

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ANADARKO PETROLEUM CORP	COM	032511107	7,673	100,000	SH	DEFINED
AOL INC	COM	00184X105	2,384	120,000	SH	DEFINED
APACHE CORP	COM	037411105	8,757	71,000	SH	DEFINED
APPLE INC	COM	037833100	45,836	136,600	SH	DEFINED
ARCH CAPITAL GROUP LTD	COM	G0450A105	3,906	122,400	SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	039483102	4,217	140,000	SH	DEFINED
ASIAINFO LINKAGE INC	COM	04518A104	6,455	390,000	SH	DEFINED
AT+T INC	COM	00206R102	29,664	945,000	SH	DEFINED
AUTOMATIC DATA PROCESSING	COM	053015103	4,423	84,000	SH	DEFINED
BANCO BRADESCO ADR	ADR	059460303	2,603	127,050	SH	DEFINED
BANK OF AMERICA CORP	COM	060505104	7,665	700,000	SH	DEFINED
BANK OF NEW YORK MELLON	COM	064058100	3,073	120,000	SH	DEFINED
BARRICK GOLD CORP	COM	067901108	2,503	55,258	SH	DEFINED
BB+T CORP	COM	054937107	7,247	270,000	SH	DEFINED
BERKSHIRE HATHAWAY INC	COM	084670702	8,896	115,000	SH	DEFINED
BMC SOFTWARE INC	COM	055921100	5,470	100,000	SH	DEFINED
BOEING CO/THE	COM	097023105	8,280	112,000	SH	DEFINED
CAPITAL ONE FINANCIAL	COM	14040H105	7,751	150,000	SH	DEFINED
CARDINAL HEALTH INC	COM	14149Y108	5,449	120,000	SH	DEFINED
CARNIVAL CORP	COM	143658300	6,438	171,100	SH	DEFINED
CATERPILLAR INC	COM	149123101	12,772	120,000	SH	DEFINED
CBS CORP CLASS B NON	COM	124857202	5,125	180,000	SH	DEFINED
CELGENE CORP	COM	151020104	3,857	64,000	SH	DEFINED
CEMEX SAB SPONS ADR PART	ADR	151290889	2,607	303,474	SH	DEFINED
CENTURYLINK INC	COM	156700106	4,041	100,000	SH	DEFINED
CHEVRON CORP	COM	166764100	32,369	315,000	SH	DEFINED
CIA SIDERURGICA NACL SP	ADR	20440W105	814	65,400	SH	DEFINED
CISCO SYSTEMS INC	COM	17275R102	9,360	600,000	SH	DEFINED
CITIGROUP INC	COM	172967424	21,202	509,660	SH	DEFINED
CITRIX SYSTEMS INC	COM	177376100	6,558	82,000	SH	DEFINED
CLIFFS NATURAL RESOURCES	COM	18683K101	2,774	30,000	SH	DEFINED
CME GROUP INC	COM	12572Q105	2,333	8,000	SH	SOLE
COACH INC	COM	189754104	4,987	78,000	SH	DEFINED
COCA COLA CO/THE	COM	191216100	20,520	305,000	SH	DEFINED
COGNIZANT TECH SOLUTIONS	COM	192446102	2,860	39,000	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	6,117	70,000	SH	DEFINED
COMCAST CORP CLASS A	COM	20030N101	9,119	360,000	SH	DEFINED
COMPANHIA DE BEBIDAS PRF	ADR	20441W203	2,192	65,000	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	18,785	250,000	SH	DEFINED
CONSOL ENERGY INC	COM	20854P109	6,784	140,000	SH	DEFINED
CONSOLIDATED COMMUN	COM	209034107	1,846	95,000	SH	DEFINED
CONSTELLATION ENERGY GR	COM	210371100	4,935	130,000	SH	DEFINED
CORNING INC	COM	219350105	3,973	219,000	SH	DEFINED
COSTCO WHOLESALE CORP	COM	22160K105	9,749	120,000	SH	DEFINED
COVIDIEN PLC	COM	G2554F113	8,564	161,000	SH	DEFINED
CSX CORP	COM	126408103	3,932	150,000	SH	DEFINED
CTRIIP.COM INTERNATIONAL	ADR	22943F100	5,810	135,000	SH	DEFINED
DANAHER CORP	COM	235851102	4,768	90,000	SH	DEFINED
DEERE + CO	COM	244199105	4,535	55,000	SH	DEFINED
DEVON ENERGY CORPORATION	COM	25179M103	6,618	84,000	SH	DEFINED
DIRECTV CLASS A	COM	25490A101	6,200	122,000	SH	DEFINED
DOMINION RESOURCES INC/VA	COM	25746U109	8,687	180,000	SH	DEFINED
DOW CHEMICAL CO/THE	COM	260543103	5,436	151,000	SH	DEFINED
DU PONT (E.I.) DE NEMOURS	COM	263534109	9,996	185,000	SH	DEFINED
EBAY INC	COM	278642103	4,839	150,000	SH	DEFINED
ELI LILLY + CO	COM	532457108	4,502	120,000	SH	DEFINED
EMBRAER SA ADR	ADR	29082A107	308	10,000	SH	DEFINED
EMC CORP/MASS	COM	268648102	11,571	420,000	SH	DEFINED
ESTEE LAUDER COMPANIES CL	COM	518439104	1,788	17,000	SH	DEFINED
EXELON CORP	COM	30161N101	10,279	240,000	SH	DEFINED
EXPRESS SCRIPTS INC	COM	302182100	5,829	108,000	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	57,730	710,000	SH	DEFINED

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FIFTH THIRD BANCORP	COM	316773100	1,273	100,000	SH	DEFINED
FISERV INC	COM	337738108	2,818	45,000	SH	DEFINED
FOMENTO ECONOMICO MEX SP	ADR	344419106	7,401	111,300	SH	DEFINED
FORD MOTOR CO	COM	345370860	6,895	500,000	SH	DEFINED
FREEMONT MCMORAN COPPER	COM	35671D857	9,254	175,000	SH	DEFINED
FRONTIER COMMUNICATIONS	COM	35906A108	3,220	400,000	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	6,857	92,000	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	25,434	1,350,000	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	7,750	187,200	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	9,976	75,000	SH	DEFINED
GOODRICH CORP	COM	382388106	4,775	50,000	SH	DEFINED
GOOGLE INC CL A	COM	38259P508	18,805	37,155	SH	DEFINED
GRUPO TELEVISIA SA SPONS	ADR	40049J206	3,811	155,000	SH	DEFINED
HALLIBURTON CO	COM	406216101	10,453	205,000	SH	DEFINED
HARTFORD FINANCIAL SVCS	COM	416515104	2,899	110,000	SH	DEFINED
HESS CORP	COM	42809H107	3,065	41,000	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	10,374	285,000	SH	DEFINED
HOLOGIC INC	COM	436440101	4,337	215,000	SH	DEFINED
HONEYWELL INTERNATIONAL	COM	438516106	9,647	162,000	SH	DEFINED
ILLINOIS TOOL WORKS	COM	452308109	7,625	135,000	SH	DEFINED
INGERSOLL RAND PLC	COM	G47791101	5,903	130,000	SH	DEFINED
INTEL CORP	COM	458140100	16,052	725,000	SH	DEFINED
INTERPUBLIC GROUP OF COS	COM	460690100	4,247	340,000	SH	DEFINED
INTL BUSINESS MACHINES	COM	459200101	29,656	173,000	SH	DEFINED
INTUIT INC	COM	461202103	3,212	62,000	SH	DEFINED
INTUITIVE SURGICAL INC	COM	46120E602	2,789	7,500	SH	DEFINED
ISHARES COHEN + STEERS	COM	464287564	13,728	190,000	SH	DEFINED
ITAU UNIBANCO HLDNG PREF	ADR	465562106	1,618	68,750	SH	DEFINED
JDS UNIPHASE CORP	COM	46612J507	4,163	250,000	SH	DEFINED
JOHNSON + JOHNSON	COM	478160104	23,660	356,000	SH	DEFINED
JOHNSON CONTROLS INC	COM	478366107	7,910	190,000	SH	DEFINED
JPMORGAN CHASE + CO	COM	46625H100	23,319	570,000	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	3,623	115,000	SH	DEFINED
KANSAS CITY SOUTHERN	COM	485170302	4,450	75,000	SH	DEFINED
KLA TENCOR CORPORATION	COM	482480100	1,133	28,000	SH	DEFINED
KRAFT FOODS INC CLASS A	COM	50075N104	7,185	204,000	SH	DEFINED
KROGER CO	COM	501044101	2,283	92,000	SH	DEFINED
LENNAR CORP A	COM	526057104	1,181	65,000	SH	DEFINED
LG DISPLAY CO LTD ADR	ADR	50186V102	2,455	175,000	SH	DEFINED
LINCOLN NATIONAL CORP	COM	534187109	2,561	90,000	SH	DEFINED
LOWE S COS INC	COM	548661107	4,429	190,000	SH	DEFINED
M + T BANK CORP	COM	55261F104	5,274	60,000	SH	DEFINED
MARRIOTT INTERNATIONAL	COM	571903202	4,081	115,000	SH	DEFINED
MARVELL TECHNOLOGY GROUP	COM	G5876H105	1,476	100,000	SH	DEFINED
MASCO CORP	COM	574599106	3,243	270,000	SH	DEFINED
MASTERCARD INC CLASS A	COM	57636Q104	3,914	13,000	SH	DEFINED
MATTEL INC	COM	577081102	1,456	53,000	SH	DEFINED
MCDONALD S CORP	COM	580135101	16,856	200,000	SH	DEFINED
MCGRAW HILL COMPANIES INC	COM	580645109	1,844	44,000	SH	DEFINED
MCKESSON CORP	COM	58155Q103	6,273	75,000	SH	DEFINED
MEAD JOHNSON NUTRITION CO	COM	582839106	3,040	45,000	SH	DEFINED
MEDCO HEALTH SOLUTIONS	COM	58405U102	8,235	145,709	SH	DEFINED
MEDTRONIC INC	COM	585055106	5,583	145,000	SH	DEFINED
MELCO CROWN ENTERTAINME	ADR	585464100	12,750	1,000,000	SH	DEFINED
MEMC ELECTRONIC MATERIALS	COM	552715104	443	52,000	SH	DEFINED
MERCK + CO. INC.	COM	58933Y105	14,108	400,000	SH	DEFINED
METLIFE INC	COM	59156R108	5,701	130,000	SH	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	3,362	450,000	SH	DEFINED
MICROSOFT CORP	COM	594918104	25,980	1,000,000	SH	DEFINED
MONSANTO CO	COM	61166W101	11,242	155,000	SH	DEFINED
MORGAN STANLEY	COM	617446448	5,064	220,000	SH	DEFINED
MOTOROLA MOBILITY HOLDING	COM	620097105	1,705	77,500	SH	DEFINED

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MOTOROLA SOLUTIONS INC	COM	620076307	4,075	88,571	SH	DEFINED
MYLAN INC	COM	628530107	5,674	230,000	SH	DEFINED
NABORS INDUSTRIES LTD	COM	G6359F103	4,924	200,000	SH	DEFINED
NATIONAL OILWELL VARCO	COM	637071101	5,861	75,000	SH	DEFINED
NETAPP INC	COM	64110D104	6,440	122,000	SH	DEFINED
NEW ORIENTAL EDUCATIO SP	ADR	647581107	8,032	72,000	SH	DEFINED
NEWMONT MINING CORP	COM	651639106	8,093	150,000	SH	DEFINED
NEWS CORP CLASS B	COM	65248E203	5,385	298,000	SH	DEFINED
NIKE INC CL B	COM	654106103	6,027	67,000	SH	DEFINED
NORFOLK SOUTHERN CORP	COM	655844108	6,891	92,000	SH	DEFINED
NORTHROP GRUMMAN CORP	COM	666807102	3,121	45,000	SH	DEFINED
NVIDIA CORP	COM	67066G104	2,931	184,000	SH	DEFINED
NYSE EURONEXT	COM	629491101	4,210	123,000	SH	DEFINED
O REILLY AUTOMOTIVE INC	COM	67103H107	5,896	90,000	SH	DEFINED
OCCIDENTAL PETROLEUM CORP	COM	674599105	11,338	109,000	SH	DEFINED
ORACLE CORP	COM	68389X105	17,201	523,000	SH	DEFINED
P G + E CORP	COM	69331C108	6,720	160,000	SH	DEFINED
PACCAR INC	COM	693718108	5,620	110,000	SH	DEFINED
PARKER HANNIFIN CORP	COM	701094104	6,731	75,000	SH	DEFINED
PEPSICO INC	COM	713448108	20,058	285,000	SH	DEFINED
PETROLEO BRASILEIRO S.A.	ADR	71654V408	3,046	90,000	SH	DEFINED
PETROLEO BRASILEIRO SPON	ADR	71654V101	4,609	150,127	SH	DEFINED
PFIZER INC	COM	717081103	21,517	1,045,000	SH	DEFINED
PHILIP MORRIS INTERNATIONAL	COM	718172109	17,019	255,000	SH	DEFINED
PHOENIX COMPANIES	COM	71902E109	250	101,817	SH	SOLE
PNC FINANCIAL SERVICES	COM	693475105	9,056	152,000	SH	DEFINED
PPL CORPORATION	COM	69351T106	6,958	250,000	SH	DEFINED
PRAXAIR INC	COM	74005P104	8,668	80,000	SH	DEFINED
PRECISION CASTPARTS CORP	COM	740189105	6,582	40,000	SH	DEFINED
PROCTER + GAMBLE CO/THE	COM	742718109	23,185	365,000	SH	DEFINED
PRUDENTIAL FINANCIAL INC	COM	744320102	3,815	60,000	SH	DEFINED
PUBLIC SERVICE ENTERPRISE	COM	744573106	7,013	215,000	SH	DEFINED
QUALCOMM INC	COM	747525103	14,758	260,000	SH	DEFINED
SARA LEE CORP	COM	803111103	5,691	300,000	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	17,702	205,000	SH	DEFINED
SCHWAB (CHARLES) CORP	COM	808513105	5,751	350,000	SH	DEFINED
SEMPRA ENERGY	COM	816851109	6,659	126,000	SH	DEFINED
SHELTON GREATER CHINA FD	COM	823014105	311	41,127	SH	DEFINED
SIGMA ALDRICH	COM	826552101	2,933	40,000	SH	DEFINED
SINA CORP	COM	G81477104	8,849	85,000	SH	DEFINED
SLM CORP	COM	78442P106	4,205	250,000	SH	DEFINED
SOUTHERN CO	COM	842587107	11,304	280,000	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	2,142	50,000	SH	DEFINED
SPECTRA ENERGY CORP	COM	847560109	4,795	175,000	SH	DEFINED
SPRINT NEXTEL CORP	COM	852061100	3,766	700,000	SH	DEFINED
ST JUDE MEDICAL INC	COM	790849103	1,907	40,000	SH	DEFINED
STANLEY BLACK + DECKER	COM	854502101	6,623	92,000	SH	DEFINED
STARBUCKS CORP	COM	855244109	7,108	180,000	SH	DEFINED
STATE STREET CORP	COM	857477103	3,065	68,000	SH	DEFINED
STERICYCLE INC	COM	858912108	6,238	70,000	SH	DEFINED
SYSCO CORP	COM	871829107	5,146	165,000	SH	DEFINED
T ROWE PRICE GROUP INC	COM	74144T108	4,343	72,000	SH	DEFINED
TARGET CORP	COM	87612E106	6,566	140,000	SH	DEFINED
TELE NORTE LESTE PART ADR	ADR	879246106	2,224	143,323	SH	DEFINED
TELEFONOS DE MEXICO SP	ADR	879403707	1,560	95,000	SH	DEFINED
TELEFONOS DE MEXICO SP	ADR	879403780	1,914	116,000	SH	DEFINED
THERMO FISHER SCIENTIFIC	COM	883556102	3,798	59,000	SH	DEFINED
TIME WARNER CABLE	COM	88732J207	4,413	56,536	SH	DEFINED
TIME WARNER INC	COM	887317303	6,050	166,333	SH	DEFINED
TJX COMPANIES INC	COM	872540109	3,570	68,000	SH	DEFINED
TYCO INTERNATIONAL LTD	COM	H89128104	4,938	100,000	SH	DEFINED
UNION PACIFIC CORP	COM	907818108	8,350	80,000	SH	DEFINED

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UNITED PARCEL SERVICE CL	COM	911312106	12,398	170,000	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	14,868	168,000	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	11,448	221,900	SH	DEFINED
UNIVERSAL HEALTH SERVICES	COM	913903100	3,089	60,000	SH	DEFINED
US BANCORP	COM	902973304	8,721	342,000	SH	DEFINED
VALE SA SP ADR	ADR	91912E105	7,136	223,407	SH	DEFINED
VALERO ENERGY CORP	COM	91913Y100	2,532	99,000	SH	DEFINED
VERIZON COMMUNICATIONS	COM	92343V104	13,768	370,000	SH	DEFINED
VIACOM INC CLASS B	COM	92553P201	8,155	160,000	SH	DEFINED
VIRTUS	COM	92828Q109	309	5,090	SH	SOLE
VISA INC CLASS A SHARES	COM	92826C839	4,888	58,000	SH	DEFINED
WAL MART STORES INC	COM	931142103	13,809	260,000	SH	DEFINED
WALGREEN CO	COM	931422109	9,976	235,000	SH	DEFINED
WALT DISNEY CO/THE	COM	254687106	13,657	350,000	SH	DEFINED
WATERS CORP	COM	941848103	1,436	15,000	SH	DEFINED
WATSON PHARMACEUTICALS	COM	942683103	5,496	80,000	SH	DEFINED
WEATHERFORD INTL LTD	COM	H27013103	4,776	254,722	SH	DEFINED
WELLPOINT INC	COM	94973V107	6,301	80,000	SH	DEFINED
WELLS FARGO + CO	COM	949746101	19,074	680,000	SH	DEFINED
WESTERN DIGITAL CORP	COM	958102105	1,272	35,000	SH	DEFINED
WISCONSIN ENERGY CORP	COM	976657106	6,264	200,000	SH	DEFINED
YAHOO INC	COM	984332106	4,058	270,000	SH	DEFINED
			1,712,022			