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BP PLC  
Form 13F-HR  
July 24, 2012

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, 2012

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: Brian Gilvary  
Title: Chief Financial Officer  
Phone: 020 7496 5388

Signature, Place, and Date of Signing:

/s/ Brian Gilvary	London, UK	July 24, 2012
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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: 171  
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Form 13F Information Table Value Total: \$ 1,479,182  
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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, 2012

ISSUER	TITLE OF CLASS	CUSIP	MARKET VALUE ( USD 000)	SHARES /PRN AMT	SH/ PRN	INVESTMENT DISCRETION	MANAGERS
3M CO	COM	88579Y101	8,600	96,000SH		DEFINED	01
ABBOTT LABORATORIES	COM	002824100	19,335	300,000SH		DEFINED	01
AGILENT TECHNOLOGIES INC	COM	00846U101	4,314	110,000SH		DEFINED	01
AIRGAS INC	COM	009363102	4,201	50,000SH		DEFINED	01
ALLERGAN INC	COM	018490102	9,253	100,000SH		DEFINED	01
ALTRIA GROUP INC	COM	02209S103	14,861	430,000SH		DEFINED	01
AMAZON.COM INC	COM	023135106	4,567	20,000SH		DEFINED	01
AMERICA MOVIL ADR SERIES	ADR	02364W204	15,582	600,000SH		DEFINED	01
AMERICA MOVIL ADR SERIES	ADR	02364W105	5,276	202,448SH		DEFINED	01
AMERICAN EXPRESS CO	COM	025816109	8,148	140,000SH		DEFINED	01
AMERICAN INTERNATIONAL GR	COM	026874784	7,378	230,000SH		DEFINED	01
AMERICAN TOWER CORP	COM	03027X100	5,592	80,000SH		DEFINED	01
AMERISOURCEBERGEN CORP	COM	03073E105	3,933	100,000SH		DEFINED	01
AMGEN INC	COM	031162100	13,145	180,000SH		DEFINED	01
AMPHENOL CORP CL A	COM	032095101	3,515	64,000SH		DEFINED	01
ANADARKO PETROLEUM CORP	COM	032511107	4,370	66,000SH		DEFINED	01
APACHE CORP	COM	037411105	4,395	50,000SH		DEFINED	01

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APPLE INC	COM	037833100	64,239	110,000SH	DEFINED	01
ARCH CAPITAL GROUP LTD	COM	G0450A105	2,377	60,000SH	DEFINED	01
ARTHUR J GALLAGHER + CO	COM	363576109	3,508	100,000SH	DEFINED	01
ASIAINFO LINKAGE INC	COM	04518A104	4,594	390,000SH	DEFINED	01
AT+T INC	COM	00206R102	29,233	820,000SH	DEFINED	01
AUTOMATIC DATA PROCESSING	COM	053015103	4,675	84,000SH	DEFINED	01
AUTOZONE INC	COM	053332102	5,498	15,000SH	DEFINED	01
BANCO BRADESCO ADR	ADR	059460303	1,887	127,050SH	DEFINED	01
BANK OF AMERICA CORP	COM	060505104	7,762	950,000SH	DEFINED	01
BANK OF NEW YORK MELLON C	COM	064058100	6,146	280,000SH	DEFINED	01
BERKSHIRE HATHAWAY INC CL	COM	084670702	19,161	230,000SH	DEFINED	01
BOEING CO/THE	COM	097023105	8,323	112,000SH	DEFINED	01
BRISTOL MYERS SQUIBB CO	COM	110122108	8,985	250,000SH	DEFINED	01
CARDINAL HEALTH INC	COM	14149Y108	6,089	145,000SH	DEFINED	01
CARNIVAL CORP	COM	143658300	6,167	180,000SH	DEFINED	01
CBS CORP CLASS B NON VOTI	COM	124857202	3,277	100,000SH	DEFINED	01
CELGENE CORP	COM	151020104	2,053	32,000SH	DEFINED	01
CEMEX SAB SPONS ADR PART	ADR	151290889	2,121	315,612SH	DEFINED	01
CENTURYLINK INC	COM	156700106	7,896	200,000SH	DEFINED	01
CHEVRON CORP	COM	166764100	31,108	295,000SH	DEFINED	01
CIA SIDERURGICA NAACL SP A	ADR	20440W105	371	65,400SH	DEFINED	01
CISCO SYSTEMS INC	COM	17275R102	11,154	650,000SH	DEFINED	01
CITIGROUP INC	COM	172967424	10,481	382,660SH	DEFINED	01
CITRIX SYSTEMS INC	COM	177376100	5,036	60,000SH	DEFINED	01
CME Group Inc.	COM	12572Q105	2,145	8,000SH	SOLE	
COCA COLA CO/THE	COM	191216100	23,845	305,000SH	DEFINED	01
COLGATE PALMOLIVE CO	COM	194162103	3,125	30,000SH	DEFINED	01
COMCAST CORP CLASS A	COM	20030N101	11,506	360,000SH	DEFINED	01
COMPANHIA DE BEBIDAS PRF	ADR	20441W203	2,490	65,000SH	DEFINED	01
CONAGRA FOODS INC	COM	205887102	2,591	100,000SH	DEFINED	01
CONOCOPHILLIPS	COM	20825C104	11,174	200,000SH	DEFINED	01
CORNING INC	COM	219350105	3,879	300,000SH	DEFINED	01
COSTCO WHOLESALE CORP	COM	22160K105	11,399	120,000SH	DEFINED	01
COVIDIEN PLC	COM	G2554F113	6,419	120,000SH	DEFINED	01
CSX CORP	COM	126408103	3,351	150,000SH	DEFINED	01
CTRIIP.COM INTERNATIONAL A	ADR	22943F100	2,257	135,000SH	DEFINED	01
CVS CAREMARK CORP	COM	126650100	11,683	250,000SH	DEFINED	01
DANAHER CORP	COM	235851102	2,603	50,000SH	DEFINED	01
DEVON ENERGY CORPORATION	COM	25179M103	2,900	50,000SH	DEFINED	01
DOMINION RESOURCES INC/VA	COM	25746U109	12,146	225,000SH	DEFINED	01
DOW CHEMICAL CO/THE	COM	260543103	4,755	151,000SH	DEFINED	01
DU PONT (E.I.) DE NEMOURS	COM	263534109	9,352	185,000SH	DEFINED	01
DUKE ENERGY CORP	COM	26441C105	8,075	350,000SH	DEFINED	01
EBAY INC	COM	278642103	6,302	150,000SH	DEFINED	01
ECOLAB INC	COM	278865100	6,167	90,000SH	DEFINED	01
ELI LILLY + CO	COM	532457108	10,725	250,000SH	DEFINED	01
EMBRAER SA ADR	ADR	29082A107	265	10,000SH	DEFINED	01
ENTERGY CORP	COM	29364G103	5,770	85,000SH	DEFINED	01
EXELON CORP	COM	30161N101	9,969	265,000SH	DEFINED	01
EXPRESS SCRIPTS HOLDING C	COM	30219G108	4,521	81,000SH	DEFINED	01
EXXON MOBIL CORP	COM	30231G102	51,354	600,000SH	DEFINED	01
FISERV INC	COM	337738108	3,250	45,000SH	DEFINED	01
FOMENTO ECONOMICO MEX SP	ADR	344419106	9,928	111,300SH	DEFINED	01
FORD MOTOR CO	COM	345370860	7,664	800,000SH	DEFINED	01
GENERAL DYNAMICS CORP	COM	369550108	6,066	92,000SH	DEFINED	01
GENERAL ELECTRIC CO	COM	369604103	33,312	1,600,000SH	DEFINED	01
GILEAD SCIENCES INC	COM	375558103	9,229	180,000SH	DEFINED	01
GOLDMAN SACHS GROUP INC	COM	38141G104	5,266	55,000SH	DEFINED	01
GOODRICH CORP	COM	382388106	6,343	50,000SH	DEFINED	01
GOOGLE INC CL A	COM	38259P508	23,292	40,155SH	DEFINED	01
GRUPO TELEVISIVA SA SPON AD	ADR	40049J206	3,328	155,000SH	DEFINED	01
HALLIBURTON CO	COM	406216101	5,824	205,000SH	DEFINED	01

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HARTFORD FINANCIAL SVCS G	COM	416515104	3,524	200,000SH	DEFINED	01
HEWLETT PACKARD CO	COM	428236103	5,364	267,000SH	DEFINED	01
HILLSHIRE BRANDS CO	COM	432589109	1,738	60,000SH	DEFINED	01
HONEYWELL INTERNATIONAL I	COM	438516106	5,026	90,000SH	DEFINED	01
INTEL CORP	COM	458140100	19,314	725,000SH	DEFINED	01
INTL BUSINESS MACHINES CO	COM	459200101	25,411	130,000SH	DEFINED	01
INTUITIVE SURGICAL INC	COM	46120E602	2,492	4,500SH	DEFINED	01
ITAU UNIBANCO HLDNG PREF	ADR	465562106	956	68,750SH	DEFINED	01
JDS UNIPHASE CORP	COM	46612J507	3,297	300,000SH	DEFINED	01
JOHNSON + JOHNSON	COM	478160104	26,880	397,815SH	DEFINED	01
JPMORGAN CHASE + CO	COM	46625H100	14,292	400,000SH	DEFINED	01
KINDER MORGAN INC	COM	49456B101	4,087	126,930SH	DEFINED	01
KINDER MORGAN INC WTS	COM	49456B119	409	192,000SH	DEFINED	01
KRAFT FOODS INC CLASS A	COM	50075N104	7,876	204,000SH	DEFINED	01
LG DISPLAY CO LTD ADR	ADR	50186V102	1,652	175,000SH	DEFINED	01
LOWE S COS INC	COM	548661107	7,108	250,000SH	DEFINED	01
LyondellBasell Industries	COM	N53745100	449	11,153SH	SOLE	
M + T BANK CORP	COM	55261F104	7,427	90,000SH	DEFINED	01
MARRIOTT INTERNATIONAL CL	COM	571903202	4,507	115,000SH	DEFINED	01
MARSH + MCLENNAN COS	COM	571748102	8,055	250,000SH	DEFINED	01
MASCO CORP	COM	574599106	3,740	270,000SH	DEFINED	01
MASTERCARD INC CLASS A	COM	57636Q104	5,591	13,000SH	DEFINED	01
MCDONALD S CORP	COM	580135101	14,162	160,000SH	DEFINED	01
MCKESSON CORP	COM	58155Q103	3,281	35,000SH	DEFINED	01
MEDTRONIC INC	COM	585055106	5,614	145,000SH	DEFINED	01
MELCO CROWN ENTERTAINME A	ADR	585464100	8,057	700,000SH	DEFINED	01
MERCK + CO. INC.	COM	58933Y105	20,870	500,000SH	DEFINED	01
METLIFE INC	COM	59156R108	5,555	180,000SH	DEFINED	01
MICRON TECHNOLOGY INC	COM	595112103	5,347	850,000SH	DEFINED	01
MICROSOFT CORP	COM	594918104	32,109	1,050,000SH	DEFINED	01
MONSANTO CO	COM	61166W101	4,966	60,000SH	DEFINED	01
MORGAN STANLEY	COM	617446448	2,770	190,000SH	DEFINED	01
NASDAQ OMX GROUP/THE	COM	631103108	4,307	190,000SH	DEFINED	01
NEW ORIENTAL EDUCATIO SP	ADR	647581107	7,065	288,000SH	DEFINED	01
NEWMONT MINING CORP	COM	651639106	6,789	140,000SH	DEFINED	01
NEWS CORP CL A	COM	65248E104	5,570	250,000SH	DEFINED	01
NEWS CORP CLASS B	COM	65248E203	2,699	120,000SH	DEFINED	01
NORFOLK SOUTHERN CORP	COM	655844108	7,175	100,000SH	DEFINED	01
NORTHERN TRUST CORP	COM	665859104	4,600	100,000SH	DEFINED	01
NYSE EURONEXT	COM	629491101	6,395	250,000SH	DEFINED	01
OCCIDENTAL PETROLEUM CORP	COM	674599105	9,348	109,000SH	DEFINED	01
OI SA ADR	ADR	670851203	1,136	92,022SH	DEFINED	01
OI SA ADR	ADR	670851104	127	26,930SH	DEFINED	01
ORACLE CORP	COM	68389X105	11,880	400,000SH	DEFINED	01
P G + E CORP	COM	69331C108	2,716	60,000SH	DEFINED	01
PAYCHEX INC	COM	704326107	6,280	200,000SH	DEFINED	01
PEPSICO INC	COM	713448108	16,956	240,000SH	DEFINED	01
PETROLEO BRASILEIRO S.A.	ADR	71654V408	1,688	90,000SH	DEFINED	01
PETROLEO BRASILEIRO SPON	ADR	71654V101	2,725	150,127SH	DEFINED	01
PFIZER INC	COM	717081103	29,874	1,300,000SH	DEFINED	01
PHILIP MORRIS INTERNATION	COM	718172109	17,876	205,000SH	DEFINED	01
PHILLIPS 66	COM	718546104	3,325	100,000SH	DEFINED	01
PNC FINANCIAL SERVICES GR	COM	693475105	9,471	155,000SH	DEFINED	01
PPL CORPORATION	COM	69351T106	6,950	250,000SH	DEFINED	01
PRAXAIR INC	COM	74005P104	10,872	100,000SH	DEFINED	01
PRINCIPAL FINANCIAL GROUP	COM	74251V102	6,553	250,000SH	DEFINED	01
PROCTER + GAMBLE CO/THE	COM	742718109	20,213	330,000SH	DEFINED	01
PRUDENTIAL FINANCIAL INC	COM	744320102	2,905	60,000SH	DEFINED	01
PUBLIC SERVICE ENTERPRISE	COM	744573106	6,985	215,000SH	DEFINED	01
QUALCOMM INC	COM	747525103	12,526	225,000SH	DEFINED	01
SCHLUMBERGER LTD	COM	806857108	9,087	140,000SH	DEFINED	01
SEMPRA ENERGY	COM	816851109	8,674	126,000SH	DEFINED	01

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SINA CORP	COM	G81477104	4,402	85,000SH	DEFINED	01
SOUTHERN CO/THE	COM	842587107	10,182	220,000SH	DEFINED	01
SPECTRA ENERGY CORP	COM	847560109	7,263	250,000SH	DEFINED	01
STANLEY BLACK + DECKER IN	COM	854502101	2,574	40,000SH	DEFINED	01
STARBUCKS CORP	COM	855244109	2,399	45,000SH	DEFINED	01
STATE STREET CORP	COM	857477103	5,579	125,000SH	DEFINED	01
STERICYCLE INC	COM	858912108	2,292	25,000SH	DEFINED	01
SYMANTEC CORP	COM	871503108	2,190	150,000SH	DEFINED	01
SYSCO CORP	COM	871829107	7,448	250,000SH	DEFINED	01
TARGET CORP	COM	87612E106	5,239	90,000SH	DEFINED	01
TIME WARNER INC	COM	887317303	8,083	210,000SH	DEFINED	01
TJX COMPANIES INC	COM	872540109	2,575	60,000SH	DEFINED	01
TYCO INTERNATIONAL LTD	COM	H89128104	5,283	100,000SH	DEFINED	01
UNITED PARCEL SERVICE CL	COM	911312106	11,813	150,000SH	DEFINED	01
UNITED TECHNOLOGIES CORP	COM	913017109	14,355	190,000SH	DEFINED	01
UNITEDHEALTH GROUP INC	COM	91324P102	9,945	170,000SH	DEFINED	01
US BANCORP	COM	902973304	12,860	400,000SH	DEFINED	01
VALE SA SP ADR	ADR	91912E105	4,437	223,407SH	DEFINED	01
VERIZON COMMUNICATIONS IN	COM	92343V104	17,772	400,000SH	DEFINED	01
VIACOM INC CLASS B	COM	92553P201	9,874	210,000SH	DEFINED	01
VISA INC CLASS A SHARES	COM	92826C839	7,181	58,000SH	DEFINED	01
WAL MART STORES INC	COM	931142103	18,822	270,000SH	DEFINED	01
WALGREEN CO	COM	931422109	7,984	270,000SH	DEFINED	01
WALT DISNEY CO/THE	COM	254687106	10,183	210,000SH	DEFINED	01
WATSON PHARMACEUTICALS IN	COM	942683103	4,069	55,000SH	DEFINED	01
WELLPOINT INC	COM	94973V107	5,104	80,000SH	DEFINED	01
WELLS FARGO + CO	COM	949746101	22,732	680,000SH	DEFINED	01
WISCONSIN ENERGY CORP	COM	976657106	7,914	200,000SH	DEFINED	01
YAHOO INC	COM	984332106	7,515	475,000SH	DEFINED	01
YUM BRANDS INC	COM	988498101	3,544	55,000SH	DEFINED	01
			1,479,182			