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BP PLC  
Form 13F-HR  
November 10, 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: September 30, 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                      6th November 2009  
-----  
[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: 351  
 -----  
 Form 13F Information Table Value Total: \$ 1,526,099  
 -----  
 (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  
 SEPTEMBER 30, 2009

ISSUER	TITLE OF CLASS	CUSIP	MARKET VALUE ( USD 000 )	SHARES /PRN AMT	SH/ PRN	INVESTMENT DISCRETION	MA
3M CO	COM	88579Y101	7,074	96,000	SH	DEFINED	
ABBOTT LABS	COM	002824100	10,623	215,000	SH	DEFINED	
ABERCROMBIE + FITCH CO	COM	002896207	427	13,000	SH	DEFINED	
ACE LIMITED	COM	H0023R105	1,282	24,000	SH	DEFINED	
ACTIVISION BLIZZARD INC	COM	00507V109	917	74,000	SH	DEFINED	
ADVANCED MICRO DEVICES	COM	007903107	452	80,000	SH	DEFINED	
AES CORP	COM	00130H105	1,390	94,000	SH	DEFINED	
AETNA INC	COM	00817Y108	2,498	90,000	SH	DEFINED	
AFLAC INC	COM	001055102	4,060	95,000	SH	DEFINED	
AGILENT TECHNOLOGIES INC	COM	00846U101	1,390	50,000	SH	DEFINED	
AIR PRODS + CHEMS INC	COM	009158106	2,250	29,000	SH	DEFINED	
ALCOA INC	COM	013817101	3,031	231,000	SH	DEFINED	
ALLEGHENY ENERGY INC	COM	017361106	1,060	40,000	SH	DEFINED	
ALLEGHENY TECHNOLOGIES	COM	01741R102	1,083	31,000	SH	DEFINED	
ALLERGAN INC	COM	018490102	2,436	43,000	SH	DEFINED	
ALLSTATE CORP	COM	020002101	2,297	75,000	SH	DEFINED	
ALTERA CORP	COM	021441100	1,517	74,000	SH	DEFINED	

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ALTRIA GROUP INC	COM	02209S103	6,262	352,000	SH	DEFINED
AMAZON COM INC	COM	023135106	2,330	25,000	SH	DEFINED
AMEREN CORP	COM	023608102	784	31,000	SH	DEFINED
AMERICA MOVIL S A DE C V	ADR	02364W204	13,092	300,000	SH	DEFINED
AMERICAN ELEC PWR INC	COM	025537101	2,753	89,000	SH	DEFINED
AMERICAN EXPRESS CO	COM	025816109	3,797	112,000	SH	DEFINED
AMERICAN TOWER CORP	COM	029912201	2,688	74,000	SH	DEFINED
AMERIPRISE FINL INC	COM	03076C106	1,126	31,000	SH	DEFINED
AMERISOURCEBERGEN CORP	COM	03073E105	983	44,000	SH	DEFINED
AMGEN INC	COM	031162100	8,789	146,000	SH	DEFINED
ANADARKO PETE CORP	COM	032511107	4,260	68,000	SH	DEFINED
AON CORP	COM	037389103	2,523	62,000	SH	DEFINED
APACHE CORP	COM	037411105	4,220	46,000	SH	DEFINED
APOLLO GROUP INC	COM	037604105	2,283	31,000	SH	DEFINED
APPLE INC	COM	037833100	22,983	124,000	SH	DEFINED
APPLIED MATERIALS INC	COM	038222105	2,768	207,000	SH	DEFINED
ARCH CAP GROUP LTD	COM	G0450A105	1,578	23,400	SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	039483102	3,793	130,000	SH	DEFINED
AT+T INC	COM	00206R102	20,624	765,000	SH	DEFINED
AUTOMATIC DATA PROCESSING	COM	053015103	3,299	84,000	SH	DEFINED
AUTOZONE INC	COM	053332102	950	6,500	SH	DEFINED
AVON PRODS INC	COM	054303102	2,305	68,000	SH	DEFINED
BAKER HUGHES INC	COM	057224107	2,941	69,000	SH	DEFINED
BANCO BRADESCO SA	ADR	059460303	2,088	105,000	SH	DEFINED
BANK NEW YORK MELLON CORP	COM	064058100	5,450	188,000	SH	DEFINED
BANK OF AMERICA CORP	COM	060505104	20,738	1,230,000	SH	DEFINED
BARD C R INC	COM	067383109	1,101	14,000	SH	DEFINED
BAXTER INTL INC	COM	071813109	5,473	96,000	SH	DEFINED
BB+T CORP	COM	054937107	2,093	77,000	SH	DEFINED
BECTON DICKINSON + CO	COM	075887109	2,367	34,000	SH	DEFINED
BED BATH + BEYOND INC	COM	075896100	1,388	37,000	SH	DEFINED
BEST BUY CO INC	COM	086516101	1,799	48,000	SH	DEFINED
BIOGEN IDEC INC	COM	09062X103	2,525	50,000	SH	DEFINED
BLOCK H + R INC	COM	093671105	863	47,000	SH	DEFINED
BMC SOFTWARE INC	COM	055921100	1,764	47,000	SH	DEFINED
BOEING CO	COM	097023105	5,517	102,000	SH	DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	3,386	320,000	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	6,249	278,000	SH	DEFINED
BROADCOM CORP	COM	111320107	1,902	62,000	SH	DEFINED
BURLINGTON NORTHN SANTA	COM	12189T104	3,668	46,000	SH	DEFINED
C H ROBINSON WORLDWIDE	COM	12541W209	1,386	24,000	SH	DEFINED
CA INC	COM	12673P105	1,230	56,000	SH	DEFINED
CABOT OIL + GAS CORP	COM	127097103	1,463	41,000	SH	DEFINED
CARDINAL HEALTH INC	COM	14149Y108	1,338	50,000	SH	DEFINED
CAREFUSION CORP	COM	14170T101	544	25,000	SH	DEFINED
CARNIVAL CORP	COM	143658300	1,331	40,000	SH	DEFINED
CATERPILLAR INC	COM	149123101	4,926	96,000	SH	DEFINED
CELGENE CORP	COM	151020104	3,572	64,000	SH	DEFINED
CEMEX S.A.B DE C.C ADR	ADR	151290889	3,622	280,579	SH	DEFINED
CENTERPOINT ENERGY INC	COM	15189T107	1,117	90,000	SH	DEFINED
CENTURYTEL INC	COM	156700106	1,703	50,690	SH	DEFINED
CEPHALON INC	COM	156708109	1,165	20,000	SH	DEFINED
CHESAPEAKE ENERGY CORP	COM	165167107	3,884	137,000	SH	DEFINED
CHEVRON CORP	COM	166764100	19,479	277,000	SH	DEFINED
CHUBB CORP	COM	171232101	3,022	60,000	SH	DEFINED
CISCO SYS INC	COM	17275R102	18,690	795,000	SH	DEFINED
CITIGROUP INC	COM	172967101	5,214	1,100,000	SH	DEFINED
CITRIX SYS INC	COM	177376100	1,041	26,531	SH	DEFINED
CME GROUP INC	COM	12572Q105	4,307	14,000	SH	DEFINED
COACH INC	COM	189754104	658	20,000	SH	DEFINED
COCA COLA CO	COM	191216100	17,010	317,000	SH	DEFINED
COCA COLA ENTERPRISES INC	COM	191219104	1,027	48,000	SH	DEFINED

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COGNIZANT TECHNOLOGY	COM	192446102	2,668	69,000	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	5,340	70,000	SH	DEFINED
COMCAST CORP NEW	COM	20030N101	7,934	470,000	SH	DEFINED
COMERICA INC	COM	200340107	651	22,000	SH	DEFINED
COMPANHIA DE BEBIDAS DAS	ADR	20441W203	1,069	13,000	SH	DEFINED
COMPANHIA SIDERURGICA NAT	ADR	20440W105	1,001	32,700	SH	DEFINED
COMPUTER SCIENCES CORP	COM	205363104	1,107	21,000	SH	DEFINED
CONAGRA INC	COM	205887102	1,364	63,000	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	8,844	196,000	SH	DEFINED
CONSOL ENERGY INC	COM	20854P109	1,578	35,000	SH	DEFINED
CORNING INC	COM	219350105	3,346	219,000	SH	DEFINED
COSTCO WHSL CORP NEW	COM	22160K105	3,386	60,000	SH	DEFINED
COVENTRY HEALTH CARE INC	COM	222862104	458	23,000	SH	DEFINED
CSX CORP	COM	126408103	2,299	55,000	SH	DEFINED
CTRIIP COM INTL ADR	ADR	22943F100	14,105	240,000	SH	DEFINED
CUMMINS INC	COM	231021106	1,297	29,000	SH	DEFINED
CVS CAREMARK CORP	COM	126650100	8,399	235,000	SH	DEFINED
D R HORTON INC	COM	23331A109	1,139	100,000	SH	DEFINED
DANAHER CORP	COM	235851102	3,023	45,000	SH	DEFINED
DEERE + CO	COM	244199105	2,570	60,000	SH	DEFINED
DELL INC	COM	24702R101	4,950	325,000	SH	DEFINED
DENISON MINES CORP	COM	248356107	55	30,240	SH	DEFINED
DEVON ENERGY CORPORATION	COM	25179M103	4,977	74,000	SH	DEFINED
DIRECTV GROUP INC	COM	25459L106	3,365	122,000	SH	DEFINED
DISH NETWORK CORP	COM	25470M109	886	46,000	SH	DEFINED
DISNEY WALT CO	COM	254687106	7,705	281,000	SH	DEFINED
DOMINION RES INC VA NEW	COM	25746U109	2,240	65,000	SH	DEFINED
DONNELLEY R R + SONS	COM	257867101	1,106	52,000	SH	DEFINED
DOVER CORP	COM	260003108	1,045	27,000	SH	DEFINED
DTE ENERGY CO	COM	233331107	807	23,000	SH	DEFINED
DU PONT E I DE NEMOURS CO	COM	263534109	4,045	126,000	SH	DEFINED
DUKE ENERGY HLDG CORP	COM	26441C105	2,770	176,000	SH	DEFINED
DYNEGY INC DEL	COM	26817G102	211	83,000	SH	DEFINED
EATON CORP	COM	278058102	1,301	23,000	SH	DEFINED
EBAY INC	COM	278642103	4,952	210,000	SH	DEFINED
ECOLAB INC	COM	278865100	1,109	24,000	SH	DEFINED
EDISON INTL	COM	281020107	2,047	61,000	SH	DEFINED
EL PASO CORP	COM	28336L109	1,734	168,000	SH	DEFINED
ELECTRONIC ARTS INC	COM	285512109	856	45,000	SH	DEFINED
EMBRAER EMPRESA BRASILEIR	ADR	29081M102	229	10,000	SH	DEFINED
EMC CORP	COM	268648102	7,148	420,000	SH	DEFINED
EMERSON ELEC CO	COM	291011104	4,885	122,000	SH	DEFINED
ENSCO INTL INC	COM	26874Q100	2,125	50,000	SH	DEFINED
ENTERGY CORP NEW	COM	29364G103	2,073	26,000	SH	DEFINED
EOG RESOURCES INC	COM	26875P101	4,259	51,000	SH	DEFINED
EQT CORP	COM	26884L109	723	17,000	SH	DEFINED
EQUIFAX INC	COM	294429105	1,136	39,000	SH	DEFINED
EXELON CORP	COM	30161N101	5,055	102,000	SH	DEFINED
EXPRESS SCRIPTS INC	COM	302182100	4,188	54,000	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	44,545	650,000	SH	DEFINED
FAMILY DLR STORES INC	COM	307000109	1,451	55,000	SH	DEFINED
FEDEX CORP	COM	31428X106	3,231	43,000	SH	DEFINED
FIFTH THIRD BANCORP	COM	316773100	1,012	100,000	SH	DEFINED
FIRST HORIZON NATL CORP	COM	320517105	956	72,234	SH	DEFINED
FIRSTENERGY CORP	COM	337932107	1,964	43,000	SH	DEFINED
FISERV INC	COM	337738108	2,168	45,000	SH	DEFINED
FLUOR CORP NEW	COM	343412102	1,828	36,000	SH	DEFINED
FOMENTO ECONOMICO MEXICAN	ADR	344419106	4,235	111,300	SH	DEFINED
FOREST LABS INC	COM	345838106	1,265	43,000	SH	DEFINED
FOSTER WHEELER AG	COM	H27178104	670	21,000	SH	DEFINED
FPL GROUP INC	COM	302571104	3,751	68,000	SH	DEFINED
FRANKLIN RES INC	COM	354613101	3,013	30,000	SH	DEFINED

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FREEMPORTMCMORAN COPPERGLD	COM	35671D857	3,636	53,000	SH	DEFINED
FRONTIER COMMUNICATIONS	COM	35906A108	368	49,000	SH	DEFINED
GAP INC	COM	364760108	1,283	60,000	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	3,356	52,000	SH	DEFINED
GENERAL ELEC CO	COM	369604103	25,717	1,570,000	SH	DEFINED
GENERAL MLS INC	COM	370334104	2,957	46,000	SH	DEFINED
GENUINE PARTS CO	COM	372460105	875	23,000	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	6,971	150,000	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	11,223	61,000	SH	DEFINED
GOOGLE INC	COM	38259P508	16,611	33,500	SH	DEFINED
GRAINGER W W INC	COM	384802104	2,053	23,000	SH	DEFINED
GRUPO TELEVISION SA DE CV	ADR	40049J206	2,880	155,000	SH	DEFINED
HALLIBURTON CO	COM	406216101	4,874	180,000	SH	DEFINED
HARSCO CORP	COM	415864107	584	16,500	SH	DEFINED
HASBRO INC	COM	418056107	500	18,000	SH	DEFINED
HEINZ H J CO	COM	423074103	2,262	57,000	SH	DEFINED
HESS CORP	COM	42809H107	2,085	39,000	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	17,257	366,000	SH	DEFINED
HOME DEPOT INC	COM	437076102	6,865	258,000	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	4,899	132,000	SH	DEFINED
HOSPIRA INC	COM	441060100	1,024	23,000	SH	DEFINED
HUDSON CITY BANCORP INC	COM	443683107	973	74,000	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	2,986	70,000	SH	DEFINED
INTEL CORP	COM	458140100	16,227	830,000	SH	DEFINED
INTERCONTINENTAL EXCHANGE	COM	45865V100	123,248	1,268,110	SH	SOLE
IBM	COM	459200101	21,869	183,000	SH	DEFINED
INTERNATIONAL PAPER CO	COM	460146103	1,375	62,000	SH	DEFINED
INTERPUBLIC GROUP COS INC	COM	460690100	1,800	240,000	SH	DEFINED
INTUIT	COM	461202103	1,766	62,000	SH	DEFINED
INVESCO LTD	COM	G491BT108	1,136	50,000	SH	DEFINED
ISHARES TR	COM	464287564	9,164	190,000	SH	DEFINED
ITAU UNIBANCO HOLDING SA	GDR	465562106	1,385	68,750	SH	DEFINED
ITT CORP NEW	COM	450911102	2,448	47,000	SH	DEFINED
J C PENNEY INC	COM	708160106	911	27,000	SH	DEFINED
JOHNSON + JOHNSON	COM	478160104	23,351	384,000	SH	DEFINED
JOHNSON CTLS INC	COM	478366107	2,117	83,000	SH	DEFINED
JOY GLOBAL INC	COM	481165108	1,076	22,000	SH	DEFINED
JPMORGAN CHASE + CO	COM	46625H100	24,943	570,000	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	2,025	75,000	SH	DEFINED
KB HOME	COM	48666K109	796	48,000	SH	DEFINED
KELLOGG CO	COM	487836108	1,770	36,000	SH	DEFINED
KEYCORP NEW	COM	493267108	1,363	210,000	SH	DEFINED
KIMBERLY CLARK CORP	COM	494368103	3,421	58,000	SH	DEFINED
KLA TENCOR CORP	COM	482480100	1,003	28,000	SH	DEFINED
KOHLS CORP	COM	500255104	2,396	42,000	SH	DEFINED
KRAFT FOODS INC	COM	50075N104	5,353	204,000	SH	DEFINED
KROGER CO	COM	501044101	1,896	92,000	SH	DEFINED
L 3 COMMUNICATIONS HLDG	COM	502424104	1,925	24,000	SH	DEFINED
LEUCADIA NATL CORP	COM	527288104	641	26,000	SH	DEFINED
LEXMARK INTL INC	COM	529771107	861	40,000	SH	DEFINED
LG DISPLAY CO LTD	ADR	50186V102	2,499	175,000	SH	DEFINED
LILLY ELI + CO	COM	532457108	3,961	120,000	SH	DEFINED
LINCOLN NATL CORP IN	COM	534187109	928	36,000	SH	DEFINED
LINEAR TECHNOLOGY CORP	COM	535678106	884	32,000	SH	DEFINED
LOCKHEED MARTIN CORP	COM	539830109	3,351	43,000	SH	DEFINED
LOEWS CORP	COM	540424108	1,749	51,147	SH	DEFINED
LORILLARD INC	COM	544147101	2,434	32,797	SH	DEFINED
LOWES COS INC	COM	548661107	4,809	230,000	SH	DEFINED
M + T BK CORP	COM	55261F104	1,371	22,000	SH	DEFINED
MACYS INC	COM	55616P104	2,048	112,000	SH	DEFINED
MARATHON OIL CORP	COM	565849106	3,121	98,000	SH	DEFINED
MARRIOTT INTL INC NEW	COM	571903202	1,140	41,306	SH	DEFINED

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MARSH + MCLENNAN COS INC	COM	571748102	2,372	96,000	SH	DEFINED
MARSHALL + ILSLEY CORP	COM	571837103	290	36,000	SH	DEFINED
MASTERCARD INC	COM	57636Q104	2,121	10,500	SH	DEFINED
MATTEL INC	COM	577081102	978	53,000	SH	DEFINED
MCAFEE INC	COM	579064106	963	22,000	SH	DEFINED
MCDONALDS CORP	COM	580135101	9,183	161,000	SH	DEFINED
MCGRAW HILL COS INC	COM	580645109	1,106	44,000	SH	DEFINED
MCKESSON CORP	COM	58155Q103	2,320	39,000	SH	DEFINED
MEDCO HEALTH SOLUTIONS	COM	58405U102	5,250	95,000	SH	DEFINED
MEDTRONIC INC	COM	585055106	5,696	155,000	SH	DEFINED
MELCO CROWN ENTERTAINMENT	ADR	585464100	6,940	1,000,000	SH	DEFINED
MEMC ELECTR MATLS INC	COM	552715104	531	32,000	SH	DEFINED
MERCK + CO INC	COM	589331107	8,937	283,000	SH	DEFINED
METLIFE INC	COM	59156R108	4,948	130,000	SH	DEFINED
METROPICS COMMUNICATIONS	COM	591708102	24,623	2,630,613	SH	SOLE
MICRON TECHNOLOGY INC	COM	595112103	934	114,000	SH	DEFINED
MICROSOFT CORP	COM	594918104	27,617	1,070,000	SH	DEFINED
MINDRAY MED INTL LTD	ADR	602675100	11,081	340,000	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	6,647	86,000	SH	DEFINED
MOODYS CORP	COM	615369105	591	29,000	SH	DEFINED
MORGAN STANLEY	COM	617446448	5,457	177,000	SH	DEFINED
MOTOROLA INC	COM	620076109	3,171	370,000	SH	DEFINED
MURPHY OIL CORP	COM	626717102	1,495	26,000	SH	DEFINED
NATIONAL OILWELL VARCO	COM	637071101	3,235	75,000	SH	DEFINED
NETAPP INC	COM	64110D104	1,280	48,000	SH	DEFINED
NEW ORIENTAL TECHNOLOGY	ADR	647581107	8,850	110,000	SH	DEFINED
NEWMONT MNG CORP	COM	651639106	4,446	101,000	SH	DEFINED
NEWS CORP	COM	65248E203	4,169	298,000	SH	DEFINED
NIKE INC	COM	654106103	4,326	67,000	SH	DEFINED
NORFOLK SOUTHN CORP	COM	655844108	3,966	92,000	SH	DEFINED
NORTHERN TRUST CORP	COM	665859104	3,080	53,000	SH	DEFINED
NORTHROP GRUMMAN CORP	COM	666807102	2,327	45,000	SH	DEFINED
NOVELL INC	COM	670006105	898	200,000	SH	DEFINED
NUCOR CORP	COM	670346105	2,583	55,000	SH	DEFINED
NVIDIA CORP	COM	67066G104	1,186	79,000	SH	DEFINED
NYSE EURONEXT	COM	629491101	2,250	78,000	SH	DEFINED
OCCIDENTAL PETE CORP	COM	674599105	8,768	112,000	SH	DEFINED
OMNICOM GROUP	COM	681919106	1,623	44,000	SH	DEFINED
ORACLE CORP	COM	68389X105	12,596	605,000	SH	DEFINED
PACCAR INC	COM	693718108	1,884	50,000	SH	DEFINED
PARKER HANNIFIN CORP	COM	701094104	1,191	23,000	SH	DEFINED
PAYCHEX INC	COM	704326107	1,305	45,000	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	2,415	65,000	SH	DEFINED
PEPSI BOTTLING GROUP INC	COM	713409100	729	20,000	SH	DEFINED
PEPSICO INC	COM	713448108	12,729	217,000	SH	DEFINED
PETROLEO BRASILEIRO SA	ADR	71654V408	4,130	90,000	SH	DEFINED
PFIZER INC	COM	717081103	16,652	1,008,000	SH	DEFINED
PG+E CORP	COM	69331C108	2,548	63,000	SH	DEFINED
PHILIP MORRIS INTL ORD	COM	718172109	15,419	317,000	SH	DEFINED
PHOENIX COMPANIES	COM	71902E109	331	101,817	SH	SOLE
PITNEY BOWES INC	COM	724479100	719	29,000	SH	DEFINED
PNC FINL SVCS GROUP INC	COM	693475105	2,425	50,000	SH	DEFINED
POLO RALPH LAUREN CORP	COM	731572103	612	8,000	SH	DEFINED
PPG INDS INC	COM	693506107	1,337	23,000	SH	DEFINED
PPL CORP	COM	69351T106	1,606	53,000	SH	DEFINED
PRAXAIR INC	COM	74005P104	4,163	51,000	SH	DEFINED
PRECISION CASTPARTS CORP	COM	740189105	1,727	17,000	SH	DEFINED
PRICE T ROWE GROUP INC	COM	74144T108	2,053	45,000	SH	DEFINED
PRINCIPAL FINANCIAL GROUP	COM	74251V102	984	36,000	SH	DEFINED
PROCTER AND GAMBLE CO	COM	742718109	23,016	398,000	SH	DEFINED
PROGRESS ENERGY INC	COM	743263105	1,443	37,000	SH	DEFINED
PROGRESSIVE CORP OHIO	COM	743315103	1,573	95,000	SH	DEFINED

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PRUDENTIAL FINL INC	COM	744320102	2,990	60,000	SH	DEFINED
PUBLIC SVC ENTERPRISE GRP	COM	744573106	2,512	80,000	SH	DEFINED
PULTE HOMES INC	COM	745867101	1,812	165,000	SH	DEFINED
QUALCOMM INC	COM	747525103	10,970	244,000	SH	DEFINED
QUEST DIAGNOSTICS INC	COM	74834L100	1,148	22,000	SH	DEFINED
QUESTAR CORP	COM	748356102	2,063	55,000	SH	DEFINED
QWEST COMMUNICATIONS INTL	COM	749121109	850	223,000	SH	DEFINED
RANGE RES CORP	COM	75281A109	2,342	47,500	SH	DEFINED
RAYTHEON CO	COM	755111507	2,539	53,000	SH	DEFINED
REGIONS FINL CORP NEW	COM	7591EP100	1,486	240,000	SH	DEFINED
ROCKWELL COLLINS INC	COM	774341101	1,116	22,000	SH	DEFINED
ROWAN COMPANIES INC	COM	779382100	1,037	45,000	SH	DEFINED
SCHERING PLOUGH CORP	COM	806605101	6,369	226,000	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	9,822	165,000	SH	DEFINED
SCHWAB CHARLES CORP	COM	808513105	3,136	164,000	SH	DEFINED
SEMPRA ENERGY	COM	816851109	2,288	46,000	SH	DEFINED
SIGMA ALDRICH	COM	826552101	971	18,000	SH	DEFINED
SIMON PPTY GROUP INC NEW	COM	828806109	2,325	33,508	SH	DEFINED
SLM CORP	COM	78442P106	1,740	200,000	SH	DEFINED
SMITH INTL INC	COM	832110100	918	32,000	SH	DEFINED
SOHU COM INC	COM	83408W103	11,672	170,000	SH	DEFINED
SOUTHERN CO	COM	842587107	2,372	75,000	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	2,769	65,000	SH	DEFINED
SPECTRA ENERGY CORP	COM	847560109	1,607	85,000	SH	DEFINED
SPRINT NEXTEL CORP	COM	852061100	2,758	700,000	SH	DEFINED
ST JUDE MED INC	COM	790849103	1,948	50,000	SH	DEFINED
STANLEY WORKS	COM	854616109	512	12,000	SH	DEFINED
STAPLES INC	COM	855030102	2,295	99,000	SH	DEFINED
STARWOOD HOTELS RESORTS	COM	85590A401	858	26,000	SH	DEFINED
STATE STREET CORPORATION	COM	857477103	3,675	70,000	SH	DEFINED
STRYKER CORP	COM	863667101	1,587	35,000	SH	DEFINED
SUN MICROSYSTEMS INC	COM	866810203	852	94,000	SH	DEFINED
SUNTRUST BKS INC	COM	867914103	1,669	74,000	SH	DEFINED
SYMANTEC CORP	COM	871503108	3,127	190,000	SH	DEFINED
SYSCO CORP	COM	871829107	2,085	84,000	SH	DEFINED
TAIWAN GTR CHINA FD	COM	874037104	363	61,343	SH	DEFINED
TARGET CORP	COM	87612E106	4,804	103,000	SH	DEFINED
TELE NORTE LESTE PARTICIP	ADR	879246106	291	15,500	SH	DEFINED
TELEFONOS DE MEXICO S A	ADR	879403707	1,644	95,000	SH	DEFINED
TELEFONOS DE MEXICO S A	ADR	879403780	2,020	116,000	SH	DEFINED
TELEMEX INTERNATIONAL S A	ADR	879690105	1,618	116,000	SH	DEFINED
TELMEX INTERNACIONAL SAB	ADR	879690204	1,283	95,000	SH	DEFINED
TENET HEALTHCARE CORP	COM	88033G100	1,603	273,000	SH	DEFINED
TEXAS INSTRS INC	COM	882508104	4,146	175,000	SH	DEFINED
THERMO FISHER SCIENTIFIC	COM	883556102	2,572	59,000	SH	DEFINED
TIFFANY + CO NEW	COM	886547108	732	19,000	SH	DEFINED
TIME WARNER CABLE INC	COM	88732J207	1,785	41,536	SH	DEFINED
TIME WARNER INC	COM	887317303	4,782	166,333	SH	DEFINED
TJX COS INC NEW	COM	872540109	3,154	85,000	SH	DEFINED
TORONTO DOMINION BK ONT	COM	891160509	1,148	17,810	SH	DEFINED
TRAVELERS COS INC	COM	89417E109	5,262	107,000	SH	DEFINED
UNION PAC CORP	COM	907818108	4,078	70,000	SH	DEFINED
UNITED PARCEL SVC INC	COM	911312106	7,782	138,000	SH	DEFINED
UNITED STS STL CORP NEW	COM	912909108	2,217	50,000	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	8,642	142,000	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	4,702	188,000	SH	DEFINED
UNUM GROUP	COM	91529Y106	1,694	79,000	SH	DEFINED
US BANCORP DEL	COM	902973304	5,809	266,000	SH	DEFINED
V F CORP	COM	918204108	1,447	20,000	SH	DEFINED
VALE SA	ADR	91912E105	3,813	165,000	SH	DEFINED
VALERO ENERGY CORP	COM	91913Y100	1,917	99,000	SH	DEFINED
VERISIGN INC	COM	92343E102	686	29,000	SH	DEFINED

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VERIZON COMMUNICATIONS	COM	92343V104	12,874	426,000	SH	DEFINED
VIACOM INC NEW	COM	92553P201	2,434	87,000	SH	DEFINED
VULCAN MATLS CO	COM	929160109	702	13,000	SH	DEFINED
WAL MART STORES INC	COM	931142103	15,245	311,000	SH	DEFINED
WALGREEN CO	COM	931422109	5,165	138,000	SH	DEFINED
WASTE MGMT INC DEL	COM	94106L109	3,007	101,000	SH	DEFINED
WATERS CORP	COM	941848103	837	15,000	SH	DEFINED
WELLPOINT INC	COM	94973V107	3,789	80,000	SH	DEFINED
WELLS FARGO + CO	COM	949746101	15,174	540,000	SH	DEFINED
WESTERN UN CO	COM	959802109	1,927	102,000	SH	DEFINED
WEYERHAEUSER CO	COM	962166104	1,134	31,000	SH	DEFINED
WHIRLPOOL CORP	COM	963320106	768	11,000	SH	DEFINED
WILLIAMS COS INC	COM	969457100	2,091	117,000	SH	DEFINED
WINDSTREAM CORP	COM	97381W104	627	62,000	SH	DEFINED
WISCONSIN ENERGY CORP	COM	976657106	767	17,000	SH	DEFINED
WYETH	COM	983024100	8,831	182,000	SH	DEFINED
XCEL ENERGY INC	COM	98389B100	1,230	64,000	SH	DEFINED
XEROX CORP	COM	984121103	957	124,000	SH	DEFINED
XILINX INC	COM	983919101	913	39,000	SH	DEFINED
XL CAPITAL LTD	COM	G98255105	2,456	141,000	SH	DEFINED
XTO ENERGY INC	COM	98385X106	4,952	120,000	SH	DEFINED
YAHOO INC	COM	984332106	4,809	270,000	SH	DEFINED
YUM BRANDS INC	COM	988498101	2,194	65,000	SH	DEFINED
ZIMMER HOLDINGS INC	COM	98956P102	1,710	32,000	SH	DEFINED
			1,526,099			