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BP PLC
Form 13F-HR
November 05, 2008

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, 2008

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 3rd November 2008

[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

 Form 13F Information Table Entry Total: 365

 Form 13F Information Table Value Total: \$ 2,438,085

 (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, 2008

ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES /PRN AMT	SH/ PRN	INVESTMENT DISCRETION	MA
3M CO	COM	88579Y101	10377	152000	SH	DEFINED	
ABBOTT LABS	COM	002824100	20437	355000	SH	DEFINED	
ABERCROMBIE + FITCH CO	COM	002896207	709	18000	SH	DEFINED	
ACE LIMITED	COM	H0023R105	5086	94000	SH	DEFINED	
ADOBE SYS INC	COM	00724F101	5720	145000	SH	DEFINED	
ADVANCED MICRO DEVICES INC	COM	007903107	515	114000	SH	DEFINED	
AES CORP	COM	00130H105	1742	149000	SH	DEFINED	
AFLAC INC	COM	001055102	7168	122100	SH	DEFINED	
AGILENT TECHNOLOGIES INC	COM	00846U101	2399	81000	SH	DEFINED	
AIR PRODS + CHEMS INC	COM	009158106	4109	60000	SH	DEFINED	
ALCOA INC	COM	013817101	4549	202000	SH	DEFINED	
ALLEGHENY ENERGY INC	COM	017361106	2349	64000	SH	DEFINED	
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	1121	38000	SH	DEFINED	
ALLERGAN INC	COM	018490102	3605	70000	SH	DEFINED	
ALLSTATE CORP	COM	020002101	6824	148000	SH	DEFINED	
ALTERA CORP	COM	021441100	1778	86000	SH	DEFINED	
ALTRIA GROUP INC	COM	02209S103	11269	568000	SH	DEFINED	

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AMAZON COM INC	COM	023135106	4728	65000	SH	DEFINED
AMEREN CORP	COM	023608102	1678	43000	SH	DEFINED
AMERICA MOVIL S A DE C V	ADR	02364W204	13575	300000	SH	DEFINED
AMERICA MOVIL SAB DE CV	ADR	02364W105	4635	100000	SH	DEFINED
AMERICAN ELEC PWR INC	COM	025537101	4629	125000	SH	DEFINED
AMERICAN EXPRESS CO	COM	025816109	8853	250000	SH	DEFINED
AMERICAN TOWER CORP	COM	029912201	3224	90000	SH	DEFINED
AMERIPRISE FINL INC	COM	03076C106	1565	41000	SH	DEFINED
AMERISOURCEBERGEN CORP	COM	03073E105	1468	39000	SH	DEFINED
AMGEN INC	COM	031162100	13846	234000	SH	DEFINED
ANADARKO PETE CORP	COM	032511107	5232	108000	SH	DEFINED
ANHEUSER BUSCH COS INC	COM	035229103	10120	156000	SH	DEFINED
AON CORP	COM	037389103	4125	92000	SH	DEFINED
APACHE CORP	COM	037411105	7508	72000	SH	DEFINED
APPLE INC	COM	037833100	20118	177000	SH	DEFINED
APPLIED MATERIALS INC	COM	038222105	5084	336000	SH	DEFINED
ARCH CAP GROUP LTD	COM	G0450A105	2925	39200	SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	039483102	4031	184000	SH	DEFINED
ASSURANT INC	COM	04621X108	2213	41000	SH	DEFINED
AT+T INC	COM	00206R102	38376	1375000	SH	DEFINED
AUTOMATIC DATA PROCESSING INC	COM	053015103	4915	115000	SH	DEFINED
AVON PRODS INC	COM	054303102	5279	127000	SH	DEFINED
BAKER HUGHES INC	COM	057224107	5126	85000	SH	DEFINED
BANCO BRADESCO SA	ADR	059460303	1676	105000	SH	DEFINED
BANCO ITAU S A	ADR	059602201	1029	62500	SH	DEFINED
BANK AMER CORP	COM	060505104	28536	820000	SH	DEFINED
BANK NEW YORK MELLON CORP	COM	064058100	9543	293000	SH	DEFINED
BARD C R INC	COM	067383109	2182	23000	SH	DEFINED
BAXTER INTL INC	COM	071813109	11945	182000	SH	DEFINED
BB+T CORP	COM	054937107	4417	117000	SH	DEFINED
BECTON DICKINSON + CO	COM	075887109	4248	53000	SH	DEFINED
BED BATH + BEYOND INC	COM	075896100	1790	57000	SH	DEFINED
BEST BUY CO INC	COM	086516101	2924	78000	SH	DEFINED
BIOGEN IDEC INC	COM	09062X103	3269	65000	SH	DEFINED
BLACK + DECKER CORPORATION	COM	091797100	910	15000	SH	DEFINED
BLOCK H + R INC	COM	093671105	1623	72000	SH	DEFINED
BMC SOFTWARE INC	COM	055921100	2147	75000	SH	DEFINED
BOEING CO	COM	097023105	9174	160000	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	10071	483000	SH	DEFINED
BROADCOM CORP	COM	111320107	1804	97000	SH	DEFINED
BURLINGTON NORTHN SANTA FE	COM	12189T104	6007	65000	SH	DEFINED
C H ROBINSON WORLDWIDE INC	COM	12541W209	1982	39000	SH	DEFINED
CA INC	COM	12673P105	1773	89000	SH	DEFINED
CAPITAL ONE FINL CORP	COM	14040H105	4078	80000	SH	DEFINED
CARDINAL HEALTH INC	COM	14149Y108	3745	76000	SH	DEFINED
CARNIVAL CORP	COM	143658300	3134	89000	SH	DEFINED
CATERPILLAR INC	COM	149123101	8992	151000	SH	DEFINED
CB RICHARD ELLIS GROUP INC	COM	12497T101	574	43000	SH	DEFINED
CBS CORP CLASS B	COM	124857202	2156	148000	SH	DEFINED
CELGENE CORP	COM	151020104	8035	127000	SH	DEFINED
CEMEX S.A.B DE C.C ADR	ADR	151290889	4643	269788	SH	DEFINED
CENTERPOINT ENERGY INC	COM	15189T107	1759	121000	SH	DEFINED
CENTEX CORP	COM	152312104	516	32000	SH	DEFINED
CHESAPEAKE ENERGY CORP	COM	165167107	5164	144000	SH	DEFINED
CHEVRON CORP	COM	166764100	39097	475000	SH	DEFINED
CHUBB CORP	COM	171232101	4443	81000	SH	DEFINED
CISCO SYS INC	COM	17275R102	31263	1387000	SH	DEFINED
CITIGROUP INC	COM	172967101	22960	1120000	SH	DEFINED
CITRIX SYS INC	COM	177376100	1325	52531	SH	DEFINED
CME GROUP INC	COM	12572Q105	4244	11000	SH	DEFINED
COACH INC	COM	189754104	1875	75000	SH	DEFINED
COCA COLA CO	COM	191216100	22717	430000	SH	DEFINED

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COCA COLA ENTERPRISES INC	COM	191219104	1071	64000	SH	DEFINED
COGNIZANT TECHNOLOGY	COM	192446102	2854	125000	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	9494	126000	SH	DEFINED
COMCAST CORP NEW	COM	20030N101	12818	653000	SH	DEFINED
COMERICA INC	COM	200340107	1148	35000	SH	DEFINED
COMPANHIA DE BEBIDAS DAS	ADR	20441W203	708	13000	SH	DEFINED
COMPANHIA SIDERURGICA NATL	ADR	20440W105	691	32700	SH	DEFINED
COMPANHIA VALE DO RIO DOCE	ADR	204412209	2855	150000	SH	DEFINED
COMPUTER SCIENCES CORP	COM	205363104	1564	39000	SH	DEFINED
CONAGRA INC	COM	205887102	3055	157000	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	21327	293000	SH	DEFINED
CONSOL ENERGY INC	COM	20854P109	2295	50000	SH	DEFINED
CORNING INC	COM	219350105	6100	390000	SH	DEFINED
COSTCO WHSL CORP NEW	COM	22160K105	4804	74000	SH	DEFINED
COVENTRY HEALTH CARE INC	COM	222862104	2047	63000	SH	DEFINED
COVIDIEN LTD	COM	G2552X108	7839	146000	SH	DEFINED
CSX CORP	COM	126408103	5128	94000	SH	DEFINED
CTRIIP COM INTL ADR	ADR	22943F100	8880	230000	SH	DEFINED
CUMMINS INC	COM	231021106	1967	45000	SH	DEFINED
CVS CAREMARK CORP	COM	126650100	11471	341000	SH	DEFINED
D R HORTON INC	COM	23331A109	833	64000	SH	DEFINED
DANAHER CORP	COM	235851102	4996	72000	SH	DEFINED
DEERE + CO	COM	244199105	5198	105000	SH	DEFINED
DELL INC	COM	24702R101	3784	230000	SH	DEFINED
DENISON MINES CORP	COM	248356107	89	30240	SH	DEFINED
DEVON ENERGY CORPORATION NEW	COM	25179M103	9664	106000	SH	DEFINED
DIRECTV GROUP INC	COM	25459L106	5470	209000	SH	DEFINED
DISNEY WALT CO	COM	254687106	13749	448000	SH	DEFINED
DOMINION RES INC VA NEW	COM	25746U109	3979	93000	SH	DEFINED
DONNELLEY R R + SONS CO	COM	257867101	1593	65000	SH	DEFINED
DOVER CORP	COM	260003108	1742	43000	SH	DEFINED
DOW CHEM CO	COM	260543103	6805	215000	SH	DEFINED
DTE ENERGY CO	COM	233331107	1558	39000	SH	DEFINED
DU PONT E I DE NEMOURS + CO	COM	263534109	8287	206000	SH	DEFINED
DUKE ENERGY HLDG CORP	COM	26441C105	6010	345000	SH	DEFINED
DYNEGY INC DEL	COM	26817G102	859	240000	SH	DEFINED
EASTMAN KODAK CO	COM	277461109	890	58000	SH	DEFINED
EBAY INC	COM	278642103	6378	285000	SH	DEFINED
ECOLAB INC	COM	278865100	3784	78000	SH	DEFINED
EDISON INTL	COM	281020107	3708	93000	SH	DEFINED
EL PASO CORP	COM	28336L109	3598	282000	SH	DEFINED
ELECTRONIC ARTS INC	COM	285512109	3069	83000	SH	DEFINED
EMBARQ CORP	COM	29078E105	1824	45000	SH	DEFINED
EMBRAER EMPRESA BRASILEIRA DE	ADR	29081M102	270	10000	SH	DEFINED
EMC CORP	COM	268648102	5382	450000	SH	DEFINED
EMERSON ELEC CO	COM	291011104	7828	192000	SH	DEFINED
ENSCO INTL INC	COM	26874Q100	2448	42500	SH	DEFINED
ENTERGY CORP NEW	COM	29364G103	3738	42000	SH	DEFINED
EOG RESOURCES INC	COM	26875P101	5815	65000	SH	DEFINED
EQUIFAX INC	COM	294429105	2233	65000	SH	DEFINED
EQUITY RESIDENTIAL	COM	29476L107	2531	57000	SH	DEFINED
EXELON CORP	COM	30161N101	9886	158000	SH	DEFINED
EXPRESS SCRIPTS INC	COM	302182100	6202	84000	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	88909	1145000	SH	DEFINED
FAIRPOINT COMMUNICATIONS INC	COM	305560104	97	11145	SH	DEFINED
FAMILY DLR STORES INC	COM	307000109	1890	80000	SH	DEFINED
FEDEX CORP	COM	31428X106	5059	64000	SH	DEFINED
FIFTH THIRD BANCORP	COM	316773100	1392	116000	SH	DEFINED
FIRSTENERGY CORP	COM	337932107	5417	81000	SH	DEFINED
FISERV INC	COM	337738108	2974	63000	SH	DEFINED
FLUOR CORP NEW	COM	343412102	2888	52000	SH	DEFINED
FOCUS MEDIA HLDG LTD	ADR	34415V109	5648	200000	SH	DEFINED

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FOMENTO ECONOMICO MEXICANO	ADR	344419106	4215	111300	SH	DEFINED
FORD MTR CO DEL	COM	345370860	1431	292738	SH	DEFINED
FOREST LABS INC	COM	345838106	1951	69000	SH	DEFINED
FOSTER WHEELER LTD	COM	G36535139	1192	33000	SH	DEFINED
FPL GROUP INC	COM	302571104	5381	107000	SH	DEFINED
FRANKLIN RES INC	COM	354613101	3519	40000	SH	DEFINED
FREEPORT MCMORAN COPPER+GOLD	COM	35671D857	4719	83000	SH	DEFINED
FRONTIER COMMUNICATIONS CORP	COM	35906A108	1136	99000	SH	DEFINED
GAP INC	COM	364760108	1778	100000	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	7431	101000	SH	DEFINED
GENERAL ELEC CO	COM	369604103	55270	2170000	SH	DEFINED
GENERAL MLS INC	COM	370334104	5013	73000	SH	DEFINED
GENERAL MTRS CORP	COM	370442105	1066	113000	SH	DEFINED
GENUINE PARTS CO	COM	372460105	1367	34000	SH	DEFINED
GENZYME CORP	COM	372917104	5175	64000	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	10711	235000	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	10865	85000	SH	DEFINED
GOOGLE INC	COM	38259P508	18046	45000	SH	DEFINED
GRAINGER W W INC	COM	384802104	2433	28000	SH	DEFINED
GRUPO TELEVISION SA DE CV	ADR	40049J206	3371	155000	SH	DEFINED
HALLIBURTON CO	COM	406216101	8718	270000	SH	DEFINED
HARLEY DAVIDSON INC	COM	412822108	2008	54000	SH	DEFINED
HARSCO CORP	COM	415864107	837	22500	SH	DEFINED
HASBRO INC	COM	418056107	1180	34000	SH	DEFINED
HEINZ H J CO	COM	423074103	4589	92000	SH	DEFINED
HELLENIC TELECOMMUNICATIONS	ADR	423325307	249	27778	SH	DEFINED
HERSHEY CO / THE	COM	427866108	1496	38000	SH	DEFINED
HESS CORP	COM	42809H107	6636	81000	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	26831	581000	SH	DEFINED
HOME DEPOT INC	COM	437076102	11891	460000	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	7604	183000	SH	DEFINED
HOSPIRA INC	COM	441060100	1374	36000	SH	DEFINED
HSN INC DEL	COM	404303109	141	12800	SH	DEFINED
IAC INTERACTIVECORP	COM	44919P508	552	32000	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	5423	122000	SH	DEFINED
INGERSOLL RAND COMPANY LTD	COM	G4776G101	2925	94050	SH	DEFINED
INTEL CORP	COM	458140100	25526	1365000	SH	DEFINED
INTERCONTINENTAL EXCHANGE INC	COM	45865V100	102311	1268111	SH	SOLE
INTERNATIONAL BUSINESS MACHS	COM	459200101	37033	319000	SH	DEFINED
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	1544	90000	SH	DEFINED
INTERNATIONAL PAPER CO	COM	460146103	2532	97000	SH	DEFINED
INTUIT	COM	461202103	2373	75000	SH	DEFINED
ION GEOPHYSICAL CORP	COM	462044108	1134	80000	SH	DEFINED
ISHARES TR	COM	464287564	17848	232000	SH	DEFINED
ITT CORP NEW	COM	450911102	3948	71000	SH	DEFINED
JOHNSON + JOHNSON	COM	478160104	46435	672000	SH	DEFINED
JOHNSON CTLS INC	COM	478366107	3789	125000	SH	DEFINED
JOY GLOBAL INC	COM	481165108	1218	27000	SH	DEFINED
JPMORGAN CHASE + CO	COM	46625H100	34754	745000	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	2400	114000	SH	DEFINED
KB HOME	COM	48666K109	372	19000	SH	DEFINED
KELLOGG CO	COM	487836108	3254	58000	SH	DEFINED
KEYCORP NEW	COM	493267108	1063	89000	SH	DEFINED
KIMBERLY CLARK CORP	COM	494368103	5891	91000	SH	DEFINED
KLA TENCOR CORP	COM	482480100	1138	36000	SH	DEFINED
KOHL'S CORP	COM	500255104	3452	75000	SH	DEFINED
KRAFT FOODS INC	COM	50075N104	10552	323000	SH	DEFINED
KROGER CO	COM	501044101	3977	145000	SH	DEFINED
L 3 COMMUNICATIONS HLDG CORP	COM	502424104	3817	39000	SH	DEFINED
LEUCADIA NATL CORP	COM	527288104	2119	47000	SH	DEFINED
LG DISPLAY CO LTD	ADR	50186V102	2221	175000	SH	DEFINED
LIBERTY MEDIA CORP NEW	COM	53071M302	134	10000	SH	DEFINED

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LIBERTY MEDIA CORP NEW	COM	53071M500	897	36000	SH	DEFINED
LILLY ELI + CO	COM	532457108	9376	213000	SH	DEFINED
LINCOLN NATL CORP IN	COM	534187109	3545	83000	SH	DEFINED
LINEAR TECHNOLOGY CORP	COM	535678106	2083	68000	SH	DEFINED
LOCKHEED MARTIN CORP	COM	539830109	9541	87000	SH	DEFINED
LOEWS CORP	COM	540424108	2573	65147	SH	DEFINED
LORILLARD INC	COM	544147101	3828	53797	SH	DEFINED
LOWES COS INC	COM	548661107	7459	315000	SH	DEFINED
M + T BK CORP	COM	55261F104	1501	17000	SH	DEFINED
MACYS INC	COM	55616P104	2418	135000	SH	DEFINED
MARATHON OIL CORP	COM	565849106	6136	155000	SH	DEFINED
MARRIOTT INTL INC NEW	COM	571903202	2218	85000	SH	DEFINED
MARSH + MCLENNAN COS INC	COM	571748102	5239	165000	SH	DEFINED
MARSHALL + ILSLEY CORP NEW	COM	571837103	1108	55000	SH	DEFINED
MASCO CORP	COM	574599106	1506	84000	SH	DEFINED
MATTEL INC	COM	577081102	1495	83000	SH	DEFINED
MCDONALDS CORP	COM	580135101	17503	284000	SH	DEFINED
MCGRAW HILL COS INC	COM	580645109	2181	69000	SH	DEFINED
MCKESSON CORP	COM	58155Q103	3444	64000	SH	DEFINED
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	6373	142000	SH	DEFINED
MEDTRONIC INC	COM	585055106	12155	243000	SH	DEFINED
MEMC ELECTR MATLS INC	COM	552715104	1978	70000	SH	DEFINED
MERCK + CO INC	COM	589331107	16104	510579	SH	DEFINED
MERRILL LYNCH + CO INC	COM	590188108	8568	340000	SH	DEFINED
METLIFE INC	COM	59156R108	7922	150000	SH	DEFINED
METROPCS COMMUNICATIONS	COM	591708102	36802	2630613	SH	SOLE
MICRON TECHNOLOGY INC	COM	595112103	727	180000	SH	DEFINED
MICROSOFT CORP	COM	594918104	48033	1801000	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	11777	119000	SH	DEFINED
MORGAN STANLEY	COM	617446448	6592	287000	SH	DEFINED
MOTOROLA INC	COM	620076109	3491	489000	SH	DEFINED
MURPHY OIL CORP	COM	626717102	3847	60000	SH	DEFINED
NATIONAL OILWELL VARCO INC	COM	637071101	5018	100000	SH	DEFINED
NETAPP INC	COM	64110D104	1402	77000	SH	DEFINED
NEW ORIENTAL ED + TECHNOLOGY	ADR	647581107	9636	150000	SH	DEFINED
NEWMONT MNG CORP	COM	651639106	5577	144000	SH	DEFINED
NEWS CORP	COM	65248E203	6886	570000	SH	DEFINED
NIKE INC	COM	654106103	6890	103000	SH	DEFINED
NOBLE CORPORATION	COM	G65422100	2715	62000	SH	DEFINED
NORDSTROM INC	COM	655664100	1210	42000	SH	DEFINED
NORFOLK SOUTHN CORP	COM	655844108	5429	82000	SH	DEFINED
NORTHERN TRUST CORP	COM	665859104	4264	58000	SH	DEFINED
NORTHROP GRUMMAN CORP	COM	666807102	4419	73000	SH	DEFINED
NOVELL INC	COM	670006105	359	70000	SH	DEFINED
NUCOR CORP	COM	670346105	3358	85000	SH	DEFINED
NVIDIA CORP	COM	67066G104	1285	120000	SH	DEFINED
NYSE EURONEXT	COM	629491101	2271	58000	SH	DEFINED
OCCIDENTAL PETE CORP	COM	674599105	14461	206000	SH	DEFINED
OMNICOM GROUP	COM	681919106	3663	95000	SH	DEFINED
ORACLE CORP	COM	68389X105	19672	970000	SH	DEFINED
PACCAR INC	COM	693718108	3055	80000	SH	DEFINED
PARKER HANNIFIN CORP	COM	701094104	1961	37000	SH	DEFINED
PAYCHEX INC	COM	704326107	2344	71000	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	3823	85000	SH	DEFINED
PEPSI BOTTLING GROUP INC	COM	713409100	1138	39000	SH	DEFINED
PEPSICO INC	COM	713448108	25226	354000	SH	DEFINED
PETROLEO BRASILEIRO SA	ADR	71654V408	5250	120000	SH	DEFINED
PFIZER INC	COM	717081103	25548	1393000	SH	DEFINED
PG+E CORP	COM	69331C108	4007	107000	SH	DEFINED
PHILIP MORRIS INTL ORD SHR	COM	718172109	24184	503000	SH	DEFINED
PHOENIX COMPANIES	COM	71902E109	941	101817	SH	SOLE
PITNEY BOWES INC	COM	724479100	1625	49000	SH	DEFINED

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PNC FINL SVCS GROUP INC	COM	693475105	7096	95000	SH	DEFINED
PPG INDS INC	COM	693506107	2100	36000	SH	DEFINED
PPL CORP	COM	69351T106	2957	80000	SH	DEFINED
PRAXAIR INC	COM	74005P104	6815	95000	SH	DEFINED
PRECISION CASTPARTS CORP	COM	740189105	1576	20000	SH	DEFINED
PRICE T ROWE GROUP INC	COM	74144T108	3377	59000	SH	DEFINED
PRINCIPAL FINANCIAL GROUP	COM	74251V102	3561	82000	SH	DEFINED
PROCTER AND GAMBLE CO	COM	742718109	49061	705000	SH	DEFINED
PROGRESS ENERGY INC	COM	743263105	2453	57000	SH	DEFINED
PROGRESSIVE CORP OHIO	COM	743315103	2622	152000	SH	DEFINED
PRUDENTIAL FINL INC	COM	744320102	6936	97000	SH	DEFINED
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	3377	103000	SH	DEFINED
PULTE HOMES INC	COM	745867101	655	47000	SH	DEFINED
QUALCOMM INC	COM	747525103	17403	405000	SH	DEFINED
QUEST DIAGNOSTICS INC	COM	74834L100	1855	36000	SH	DEFINED
QUESTAR CORP	COM	748356102	2987	73000	SH	DEFINED
RAYTHEON CO	COM	755111507	6092	114000	SH	DEFINED
ROCKWELL AUTOMATION INC	COM	773903109	1155	31000	SH	DEFINED
ROCKWELL COLLINS INC	COM	774341101	1681	35000	SH	DEFINED
ROHM + HAAS CO	COM	775371107	1889	27000	SH	DEFINED
SAFEWAY INC	COM	786514208	2159	91000	SH	DEFINED
SARA LEE CORP	COM	803111103	2019	160000	SH	DEFINED
SCHERING PLOUGH CORP	COM	806605101	6501	352000	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	22143	284000	SH	DEFINED
SCHWAB CHARLES CORP	COM	808513105	6679	257000	SH	DEFINED
SEMPRA ENERGY	COM	816851109	2978	59000	SH	DEFINED
SIGMA ALDRICH	COM	826552101	1572	30000	SH	DEFINED
SIMON PPTY GROUP INC NEW	COM	828806109	4748	49000	SH	DEFINED
SMITH INTL INC	COM	832110100	2522	43000	SH	DEFINED
SOHU COM INC	COM	83408W103	11126	200000	SH	DEFINED
SOUTHERN CO	COM	842587107	6443	171000	SH	DEFINED
SPECTRA ENERGY CORP	COM	847560109	4546	191000	SH	DEFINED
SPRINT NEXTEL CORP	COM	852061100	3697	607000	SH	DEFINED
ST JUDE MED INC	COM	790849103	4552	105000	SH	DEFINED
STANLEY WORKS	COM	854616109	709	17000	SH	DEFINED
STAPLES INC	COM	855030102	3374	150000	SH	DEFINED
STARWOOD HOTELS + RESORTS INC	COM	85590A401	1349	48000	SH	DEFINED
STATE STREET CORPORATION	COM	857477103	5743	101000	SH	DEFINED
STRYKER CORP	COM	863667101	4485	72000	SH	DEFINED
SUN MICROSYSTEMS INC	COM	866810203	1482	195000	SH	DEFINED
SUNTRUST BKS INC	COM	867914103	3464	77000	SH	DEFINED
SUPERVALU INC	COM	868536103	1042	48000	SH	DEFINED
SYMANTEC CORP	COM	871503108	3654	187000	SH	DEFINED
SYSCO CORP	COM	871829107	4193	136000	SH	DEFINED
TAIWAN GTR CHINA FD	COM	874037104	378	79669	SH	DEFINED
TARGET CORP	COM	87612E106	8339	170000	SH	DEFINED
TELE NORTE LESTE PARTICIPACOE	ADR	879246106	269	15500	SH	DEFINED
TELEFONOS DE MEXICO S A	ADR	879403707	2204	95000	SH	DEFINED
TELEFONOS DE MEXICO S A	ADR	879403780	2974	116000	SH	DEFINED
TELEMEX INTERNATIONAL SA B DE	ADR	879690105	1508	116000	SH	DEFINED
TELMEX INTERNACIONAL S A B DE	ADR	879690204	1140	95000	SH	DEFINED
TENET HEALTHCARE CORP	COM	88033G100	2825	510000	SH	DEFINED
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	1785	39000	SH	DEFINED
TEXAS INSTRS INC	COM	882508104	6229	290000	SH	DEFINED
TEXTRON INC	COM	883203101	2225	76000	SH	DEFINED
THERMO FISHER SCIENTIFIC INC	COM	883556102	6984	127000	SH	DEFINED
TICKETMASTER	COM	88633P302	138	12800	SH	DEFINED
TIFFANY + CO NEW	COM	886547108	1065	30000	SH	DEFINED
TIME WARNER INC NEW	COM	887317105	10514	802000	SH	DEFINED
TJX COS INC NEW	COM	872540109	4120	135000	SH	DEFINED
TORONTO DOMINION BK ONT	COM	891160509	1086	17810	SH	DEFINED
TRANSOCEAN INC	COM	G90073100	9336	85000	SH	DEFINED

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TRAVELERS COS INC	COM	89417E109	6782	152000	SH	DEFINED
TURKCELL ILETISIM HIZMETLERI	ADR	900111204	1574	105000	SH	DEFINED
TYCO ELECTRONICS LTD	COM	G9144P105	2953	107000	SH	DEFINED
TYCO INTL LTD BERMUDA	COM	G9143X208	3706	106000	SH	DEFINED
UNION PAC CORP	COM	907818108	8252	116000	SH	DEFINED
UNITED PARCEL SVC INC	COM	911312106	14024	223000	SH	DEFINED
UNITED STS STL CORP NEW	COM	912909108	1396	18000	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	13913	232000	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	6770	268000	SH	DEFINED
UNUM GROUP	COM	91529Y106	3986	159000	SH	DEFINED
US BANCORP DEL	COM	902973304	14810	413000	SH	DEFINED
VALERO ENERGY CORP	COM	91913Y100	5600	185000	SH	DEFINED
VERISIGN INC	COM	92343E102	1174	45000	SH	DEFINED
VERIZON COMMUNICATIONS	COM	92343V104	21840	681000	SH	DEFINED
VIACOM INC NEW	COM	92553P201	3498	141000	SH	DEFINED
VULCAN MATLS CO	COM	929160109	1174	16000	SH	DEFINED
WAL MART STORES INC	COM	931142103	31776	532000	SH	DEFINED
WALGREEN CO	COM	931422109	6425	208000	SH	DEFINED
WASTE MGMT INC DEL	COM	94106L109	4566	145000	SH	DEFINED
WATERS CORP	COM	941848103	1628	28000	SH	DEFINED
WEATHERFORD INTERNATIONAL LTD	COM	G95089101	3713	148000	SH	DEFINED
WELLPOINT INC	COM	94973V107	3039	65000	SH	DEFINED
WELLS FARGO + CO NEW	COM	949746101	20636	550000	SH	DEFINED
WESTERN UN CO	COM	959802109	4589	186000	SH	DEFINED
WEYERHAEUSER CO	COM	962166104	2716	45000	SH	DEFINED
WHIRLPOOL CORP	COM	963320106	1269	16000	SH	DEFINED
WILLIAMS COS INC	COM	969457100	3737	158000	SH	DEFINED
WINDSTREAM CORP	COM	97381W104	1006	92000	SH	DEFINED
WRIGLEY WM JR CO	COM	982526105	4129	52000	SH	DEFINED
WYETH	COM	983024100	10676	289000	SH	DEFINED
XCEL ENERGY INC	COM	98389B100	1558	78000	SH	DEFINED
XILINX INC	COM	983919101	1524	65000	SH	DEFINED
XL CAPITAL LTD	COM	G98255105	683	39000	SH	DEFINED
XTO ENERGY INC	COM	98385X106	5628	121000	SH	DEFINED
YAHOO INC	COM	984332106	6916	400000	SH	DEFINED
YUM BRANDS INC	COM	988498101	3391	104000	SH	DEFINED
ZIMMER HOLDINGS INC	COM	98956P102	3293	51000	SH	DEFINED
ZIONS BANCORP	COM	989701107	1022	26500	SH	DEFINED

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