

PETROLEUM & RESOURCES CORP
Form N-CSRS
July 22, 2011

FORM N-CSR

**CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT INVESTMENT
COMPANIES**

Investment Company Act file number: 811-02736

PETROLEUM & RESOURCES CORPORATION

(Exact name of registrant as specified in charter)

7 Saint Paul Street, Suite 1140, Baltimore, Maryland 21202

(Address of principal executive offices)

**Lawrence L. Hooper, Jr.
Petroleum & Resources Corporation
7 Saint Paul Street, Suite 1140
Baltimore, Maryland 21202**

(Name and address of agent for service)

Registrant's telephone number, including area code: (410) 752-5900

Date of fiscal year end: December 31

Date of reporting period: June 30, 2011

Item 1. Reports to Stockholders.

LETTER TO STOCKHOLDERS

We submit herewith the financial statements of Petroleum & Resources Corporation (the Corporation) for the six months ended June 30, 2011. Also provided are a schedule of investments and other financial information.

Net assets of the Corporation at June 30, 2011 were \$33.70 per share on 24,802,112 shares outstanding, compared with \$30.73 per share at December 31, 2010 on 24,789,698 shares outstanding. On March 1, 2011, a distribution of \$0.10 per share was paid, consisting of \$0.03 from 2010 investment income, \$0.01 from 2010 short-term capital gain, \$0.05 from 2010 long-term capital gain, and \$0.01 from 2011 investment income, all taxable in 2011. A 2011 investment income dividend of \$0.10 per share was paid June 1, 2011, and another \$0.10 per share investment income dividend has been declared to stockholders of record August 12, 2011, payable September 1, 2011.

Net investment income for the six months ended June 30, 2011 amounted to \$4,831,147, compared with \$4,185,877 for the same six month period in 2010. These earnings are equal to \$0.19 and \$0.17 per share, respectively.

Net capital gain realized on investments for the six months ended June 30, 2011 amounted to \$42,927,767, or \$1.73 per share.

For the six months ended June 30, 2011, the total return on net asset value (with dividends and capital gains reinvested) of shares of the Corporation was 10.4%. The total return on the market value of the Corporation's shares for the period was 9.9%. These compare to a 11.6% total return in the Dow Jones U.S. Oil and Gas Index, a 3.2% total return in the Dow Jones U.S. Basic Materials Index, a 2.5% total return for the Lipper Global Natural Resources Funds Index (Lipper Peer Group) and a 6.0% total return for the Standard & Poor's 500 Composite Stock Index (S&P 500) over the same time period.

For the twelve months ended June 30, 2011, the Corporation's total return on net asset value was 54.3% and on market value was 54.9%. Comparable figures for the Dow Jones U.S. Oil & Gas Index, the Dow Jones U.S. Basic Materials Index, the Lipper Peer Group, and the S&P 500 were 53.0%, 50.7%, 39.1%, and 30.7%, respectively.

For the twelve months ended June 30, 2011, the annual distribution rate (total dividends and capital gain distributions as a percentage of the average daily market price of the Corporation's Common Stock) was 4.8%. The table on page 14 shows the annual distribution rate over the last ten years.

Current and potential stockholders can find information about the Corporation, including the daily net asset value (NAV) per share, the market price, and the discount/premium to the NAV, on our website at www.peteres.com. Also available on the website are a brief history of the Corporation, historical financial information, links for electronic delivery of stockholder reports, and other useful content.

By order of the Board of Directors,

Douglas G. Ober,

Chairman, President and

Chief Executive Officer

July 14, 2011

PORTFOLIO REVIEW*June 30, 2011**(unaudited)***TEN LARGEST EQUITY PORTFOLIO HOLDINGS**

| | <i>Market Value</i> | <i>% of Net Assets</i> |
|-------------------------------------|---------------------|------------------------|
| Exxon Mobil Corp. | \$ 110,549,033 | 13.2% |
| Chevron Corp. | 96,669,600 | 11.6 |
| Schlumberger Ltd. | 49,680,000 | 5.9 |
| Occidental Petroleum Corp. | 36,414,000 | 4.4 |
| Freeport-McMoRan Copper & Gold Inc. | 27,243,500 | 3.3 |
| Halliburton Co. | 26,775,000 | 3.2 |
| ConocoPhillips | 26,316,500 | 3.2 |
| Royal Dutch Shell plc (Class A) ADR | 23,793,839 | 2.8 |
| Dow Chemical Co. | 21,600,000 | 2.6 |
| Noble Energy, Inc. | 20,166,750 | 2.4 |
| Total | \$ 439,208,222 | 52.6% |

SECTOR WEIGHTINGS

STATEMENT OF ASSETS AND LIABILITIES

June 30, 2011

(unaudited)

| | | |
|--|----------------|----------------|
| Assets | | |
| Investments* at value: | | |
| Common stocks (cost \$427,436,086) | \$ 810,246,513 | |
| Short-term investments (cost \$28,024,740) | 28,024,740 | |
| Securities lending collateral (cost \$4,268,481) | 4,268,481 | \$ 842,539,734 |
| Cash | | |
| Receivables: | | 164,549 |
| Investment securities sold | | 24,926 |
| Dividends and interest | | 805,914 |
| Prepaid expenses and other assets | | 660,073 |
| <i>Total Assets</i> | | 844,195,196 |
| Liabilities | | |
| Investment securities purchased | | 847,294 |
| Open written option contracts* at value (proceeds \$1,035,916) | | 767,628 |
| Obligations to return securities lending collateral | | 4,268,481 |
| Accrued pension liabilities | | 1,929,825 |
| Accrued expenses and other liabilities | | 674,469 |
| <i>Total Liabilities</i> | | 8,487,697 |
| Net Assets | | \$ 835,707,499 |
| Net Assets | | |
| Common Stock at par value \$0.001 per share, authorized 50,000,000 shares; issued and outstanding 24,802,112 shares (includes 33,244 restricted shares, 9,200 nonvested or deferred restricted stock units, and 4,774 deferred stock units) (note 6) | | \$ 24,802 |
| Additional capital surplus | | 410,677,976 |
| Accumulated other comprehensive income (note 5) | | (1,085,154) |
| Undistributed net investment income | | 457,624 |
| Undistributed net realized gain on investments | | 42,553,536 |
| Unrealized appreciation on investments | | 383,078,715 |
| Net Assets Applicable to Common Stock | | \$ 835,707,499 |
| Net Asset Value Per Share of Common Stock | | \$33.70 |

* See Schedule of Investments on page 11 and Schedule of Outstanding Written Option Contracts on page 13.

The accompanying notes are an integral part of the financial statements.

STATEMENT OF OPERATIONS

Six Months Ended June 30, 2011

(unaudited)

| | |
|---|----------------------|
| Investment Income | |
| Income: | |
| Dividends | \$ 6,943,058 |
| Interest and other income | 69,532 |
| <i>Total income</i> | <i>7,012,590</i> |
| Expenses: | |
| Investment research | 782,707 |
| Administration and operations | 561,217 |
| Directors' fees | 245,817 |
| Reports and stockholder communications | 110,197 |
| Travel, training, and other office expenses | 98,562 |
| Investment data services | 89,291 |
| Transfer agent, registrar, and custodian | 74,631 |
| Audit and accounting services | 58,167 |
| Occupancy | 52,237 |
| Insurance | 35,112 |
| Legal services | 13,485 |
| Other | 60,020 |
| <i>Total expenses</i> | <i>2,181,443</i> |
| Net Investment Income | 4,831,147 |
| Change in Accumulated Other Comprehensive Income (note 5) | 94,945 |
| Realized Gain and Change in Unrealized Appreciation on Investments | |
| Net realized gain on security transactions | 41,095,269 |
| Net realized gain on written option contracts | 1,832,498 |
| Change in unrealized appreciation on investments | 31,031,456 |
| Change in unrealized appreciation on written option contracts | (57,130) |
| Net Gain on Investments | 73,902,093 |
| Change in Net Assets Resulting from Operations | \$ 78,828,185 |

The accompanying notes are an integral part of the financial statements.

STATEMENTS OF CHANGES IN NET ASSETS

| | (unaudited) Six Months Ended June 30, 2011 | Year Ended December 31, 2010 |
|---|---|---------------------------------|
| From Operations: | | |
| Net investment income | \$ 4,831,147 | \$ 8,486,334 |
| Net realized gain on investments | 42,927,767 | 22,810,200 |
| Change in unrealized appreciation on investments | 30,974,326 | 98,443,043 |
| Change in accumulated other comprehensive income (note 5) | 94,945 | 170,773 |
| <i>Change in net assets resulting from operations</i> | 78,828,185 | 129,910,350 |
| Distributions to Stockholders from: | | |
| Net investment income | (3,470,296) | (7,785,849) |
| Net realized gain from investment transactions | (1,480,000) | (23,106,077) |
| <i>Decrease in net assets from distributions</i> | (4,950,296) | (30,891,926) |
| From Capital Share Transactions: | | |
| Value of shares issued in payment of distributions (note 4) | 13,367 | 11,791,573 |
| Deferred compensation (notes 4, 6) | 80,740 | 207,183 |
| <i>Increase in net assets from capital share transactions</i> | 94,107 | 11,998,756 |
| Total Increase in Net Assets | 73,971,996 | 111,017,180 |
| Net Assets: | | |
| Beginning of period | 761,735,503 | 650,718,323 |
| End of period (including undistributed net investment income of \$457,624 and \$(903,227) respectively) | \$ 835,707,499 | \$ 761,735,503 |

The accompanying notes are an integral part of the financial statements.

NOTES TO FINANCIAL STATEMENTS (UNAUDITED)

1. SIGNIFICANT ACCOUNTING POLICIES

Petroleum & Resources Corporation (the Corporation) is registered under the Investment Company Act of 1940 as a non-diversified investment company. The Corporation is an internally-managed closed-end fund emphasizing petroleum and other natural resource investments. The investment objectives of the Corporation are preservation of capital, the attainment of reasonable income from investments, and an opportunity for capital appreciation.

The accompanying financial statements were prepared in accordance with accounting principles generally accepted in the United States of America, which require the use of estimates made by Corporation management. Management believes that estimates and security valuations are appropriate; however, actual results may differ from those estimates, and the security valuations reflected in the financial statements may differ from the value the Corporation ultimately realizes upon sale of the securities.

Security Transactions and Investment Income Investment transactions are accounted for on the trade date. Gain or loss on sales of securities and options is determined on the basis of identified cost. Dividend income and distributions to stockholders are recognized on the ex-dividend date, and interest income is recognized on the accrual basis.

Security Valuation The Corporation's investments are reported at fair value as defined under accounting principles generally accepted in the United States of America. Investments in securities traded on national security exchanges are valued at the last reported sale price on the day of valuation. Over-the-counter and listed securities for which a sale price is not available are valued at the last quoted bid price. Short-term investments (excluding purchased options and money market funds) are valued at amortized cost, which approximates fair value. Purchased and written options are valued at the last quoted bid and asked price, respectively. Money market funds are valued at net asset value on the day of valuation.

Various inputs are used to determine the fair value of the Corporation's investments. These inputs are summarized in the following three levels:

- Level 1 fair value is determined based on market data obtained from independent sources; for example, quoted prices in active markets for identical investments,
- Level 2 fair value is determined using other assumptions obtained from independent sources; for example, quoted prices for similar investments,
- Level 3 fair value is determined using the Corporation's own assumptions, developed based on the best information available in the circumstances.

The Corporation's investments at June 30, 2011 were classified as follows:

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| | Level 1 | Level 2 | Level 3 | Total |
|-------------------------------|----------------|---------------|---------|----------------|
| Common stocks | \$ 810,246,513 | \$ | \$ | \$ 810,246,513 |
| Short-term investments | 40,000 | 27,984,740 | | 28,024,740 |
| Securities lending collateral | 4,268,481 | | | 4,268,481 |
| Total investments | \$ 814,554,994 | \$ 27,984,740 | \$ | \$ 842,539,734 |
| Written options | \$ (767,628) | \$ | \$ | \$ (767,628) |

There were no transfers into or from Level 1 or Level 2 during the six months ended June 30, 2011.

2. FEDERAL INCOME TAXES

No federal income tax provision is required since the Corporation's policy is to qualify as a regulated investment company under the Internal Revenue Code and to distribute substantially all of its taxable income to its stockholders. Additionally, management has analyzed and concluded that tax positions included in federal income tax returns from the previous three years that remain subject to examination do not require any provision. Any income tax-related interest or penalties would be recognized as income tax expense. As of June 30, 2011, the identified cost of securities for federal income tax purposes was \$459,729,307, and net unrealized appreciation aggregated \$382,810,427, consisting of gross unrealized appreciation of \$389,228,281 and gross unrealized depreciation of \$(6,417,854).

Distributions are determined in accordance with income tax regulations, which may differ from generally accepted accounting principles. Such differences are primarily related to the Corporation's retirement plans and equity-based compensation. Differences that are permanent are periodically reclassified in the capital accounts of the Corporation's financial statements and have no impact on net assets.

3. INVESTMENT TRANSACTIONS

The Corporation's investment decisions are made by a committee of management, and recommendations to that committee are made by the research staff. Purchases and sales of portfolio securities, other than options and short-term investments, during the six months ended June 30, 2011 were \$91,987,941 and \$86,770,704, respectively.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

The Corporation is subject to changes in the value of equity securities held (equity price risk) in the normal course of pursuing its investment objectives. The Corporation may purchase and write option contracts to increase or decrease its equity price risk exposure or may write option contracts to generate additional income. Option contracts generally entail risks associated with counterparty credit, illiquidity, and unfavorable equity price movements. The Corporation has mitigated counterparty credit and illiquidity risks by trading its options through an exchange. The risk of unfavorable equity price movements is limited for purchased options to the premium paid and for written options by writing only covered call or collateralized put option contracts, which require the Corporation to segregate certain securities or cash at its custodian when the option is written. A schedule of outstanding written option contracts as of June 30, 2011 can be found on page 13.

When the Corporation writes (purchases) an option, an amount equal to the premium received (paid) by the Corporation is recorded as a liability (asset) and is subsequently marked to market daily in the Statement of Assets and Liabilities, with any related change recorded as an unrealized gain or loss in the Statement of Operations. Premiums received (paid) from unexercised options are treated as realized gains (losses) on the expiration date. Upon the exercise of written put (purchased call) option contracts, premiums received (paid) are deducted from (added to) the cost basis of the underlying securities purchased. Upon the exercise of written call (purchased put) option contracts, premiums received (paid) are added to (deducted from) the proceeds from the sale of underlying securities in determining realized gain or loss.

Transactions in written covered call and collateralized put options during the six months ended June 30, 2011 were as follows:

| | Covered Calls | | Collateralized Puts | |
|---|---------------|------------|---------------------|-------------|
| | Contracts | Premiums | Contracts | Premiums |
| Options outstanding, December 31, 2010 | 2,651 | \$ 296,088 | 651 | \$ 279,272 |
| Options written | 11,337 | 1,447,389 | 11,175 | 2,149,407 |
| Options terminated in closing purchase transactions | (2,887) | (294,056) | (200) | (17,400) |
| Options expired | (5,943) | (952,086) | (5,567) | (1,299,825) |
| Options exercised | (1,927) | (143,158) | (2,400) | (429,715) |
| Options outstanding, June 30, 2011 | 3,231 | \$ 354,177 | 3,659 | \$ 681,739 |

4. CAPITAL STOCK

The Corporation has 5,000,000 authorized and unissued preferred shares, \$0.001 par value.

During 2011, 461 shares of Common Stock were issued at a weighted average price of \$28.58 per share as dividend equivalents to holders of deferred stock units and restricted stock units under the 2005 Equity Incentive Compensation Plan.

On December 27, 2010, the Corporation issued 449,893 shares of its Common Stock at a price of \$26.18 per share (the average market price on December 8, 2010) to stockholders of record on November 19, 2010 who elected to take stock in payment of the distribution from 2010 capital gain and investment income. During 2010, 547 shares were issued at a weighted average price of \$24.43 per share as dividend equivalents to

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holders of deferred stock units and restricted stock units under the 2005 Equity Incentive Compensation Plan.

The Corporation may purchase shares of its Common Stock from time to time at such prices and amounts as the Board of Directors may deem advisable.

Transactions in Common Stock for 2011 and 2010 were as follows:

| | Shares | | Amount | |
|--|---|------------------------------------|---|------------------------------------|
| | Six months ended June 30, 2011 | Year ended December 31, 2010 | Six months ended June 30, 2011 | Year ended December 31, 2010 |
| Shares issued in payment of dividends | 461 | 450,440 | \$ 13,367 | \$ 11,791,573 |
| Net activity under the 2005 Equity Incentive Compensation Plan | 11,953 | 11,951 | 80,740 | 207,183 |
| Net change | 12,414 | 462,391 | \$ 94,107 | \$ 11,998,756 |

5. RETIREMENT PLANS

The Corporation's non-contributory qualified defined benefit pension plan covers all employees with at least one year of service. In addition, the Corporation has a non-contributory nonqualified defined benefit plan which provides eligible employees with retirement benefits to supplement the qualified plan. Both plans were frozen as of October 1, 2009. Benefits are based on length of service and compensation during the last five years of employment through September 30, 2009, with no additional benefits being accrued beyond that date.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

The funded status of the plans is recognized as an asset (overfunded plan) or a liability (underfunded plan) in the Statement of Assets and Liabilities. Changes in the prior service costs and accumulated actuarial gains and losses are recognized as accumulated other comprehensive income, a component of net assets, in the year in which the changes occur and are subsequently amortized into net periodic pension cost.

The Corporation's policy is to contribute annually to the plans those amounts that can be deducted for federal income tax purposes, plus additional amounts as the Corporation deems appropriate in order to provide assets sufficient to meet benefits to be paid to plan participants. The Corporation made contributions of \$218,205 to the plans during the six months ended June 30, 2011, and anticipates making additional contributions of up to \$560,000 over the remainder of 2011.

Items impacting the Corporation's earnings were:

| | Six months ended June 30, 2011 | Year ended December 31, 2010 |
|---|---|------------------------------------|
| Components of net periodic pension cost | | |
| Interest cost | \$ 122,439 | \$ 259,813 |
| Expected return on plan assets | (106,704) | (163,366) |
| Net loss component | 90,708 | 140,335 |
| Net periodic pension cost | \$ 106,443 | \$ 236,782 |
| | Six months ended June 30, 2011 | Year ended December 31, 2010 |
| Changes recognized in accumulated other comprehensive income | | |
| Net gain | \$ 4,238 | \$ 30,438 |
| Amortization of net loss | 90,707 | 140,335 |
| Change in accumulated other comprehensive income | \$ 94,945 | \$ 170,773 |

The Corporation also sponsors qualified and nonqualified defined contribution plans. The Corporation expensed contributions to the plans in the amount of \$109,901 for the six months ended June 30, 2011. The Corporation does not provide postretirement medical benefits.

6. EQUITY-BASED COMPENSATION

The Stock Option Plan of 1985 (1985 Plan) has been discontinued and no further grants will be made under this plan. Unexercised grants of stock options and stock appreciation rights granted in 2004 and prior years, however, remain outstanding. The exercise price of the unexercised options and related stock appreciation rights is the fair market value on date of grant, reduced by the per share amount of capital gains paid by the Corporation during subsequent years. All options and related stock appreciation rights terminate 10 years from date of grant, if not exercised.

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A summary of option activity under the 1985 Plan as of June 30, 2011, and changes during the six month period then ended is presented below:

| | Options | Weighted-Average Exercise Price | Weighted-Average Remaining Life (Years) | Aggregate Intrinsic Value |
|----------------------------------|---------|---------------------------------------|---|---------------------------------|
| Outstanding at December 31, 2010 | 14,821 | \$ 8.03 | 1.65 | |
| Exercised | (4,428) | 10.69 | | \$ 75,526 |
| Outstanding at June 30, 2011 | 10,393 | \$ 6.86* | 1.83 | \$ 227,158 |
| Exercisable at June 30, 2011 | 6,049 | \$ 5.24 | 1.36 | \$ 146,695 |

*Exercise prices range from \$4.82 to \$9.12.

Compensation cost resulting from stock options and stock appreciation rights granted under the 1985 Plan is based on the intrinsic value of the award, recognized over the award's vesting period, and remeasured at each reporting date through the date of settlement. The total compensation cost recognized for the six months ended June 30, 2011 was \$38,170.

The 2005 Equity Incentive Compensation Plan (2005 Plan), adopted at the 2005 Annual Meeting and re-approved at the 2010 Annual Meeting, permits the grant of stock options, restricted stock awards and other stock incentives to key employees and all non-employee directors. The 2005 Plan provides for the issuance of up to 872,639 shares of the Corporation's Common Stock, including both performance and nonperformance-based restricted stock. Performance-based restricted stock awards vest at the end of a specified three year period, with the ultimate number of shares earned contingent on achieving certain performance targets. If performance targets are not achieved, all or a portion of the performance-based restricted shares are forfeited and become available for future grants. Nonperformance-based restricted stock awards vest ratably over a three year period and nonperformance-based restricted stock units (granted to non-employee directors) vest over a one year period. Payment of awards may be deferred, if elected. It is the current intention that employee grants will be performance-based. The 2005 Plan provides for accelerated vesting in the event of death or retirement. Non-employee directors also may elect to defer a portion of their cash compensation, with such deferred amount to be paid by delivery of deferred stock units. Outstanding

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

awards were granted at fair market value on grant date. The number of shares of Common Stock which remain available for future grants under the 2005 Plan at June 30, 2011 is 788,611 shares.

A summary of the status of the Corporation's awards granted under the 2005 Plan as of June 30, 2011, and changes during the six month period then ended is presented below:

| Awards | Shares/ Units | Weighted Average Grant-Date Fair Value |
|--|------------------|--|
| Balance at December 31, 2010 | 40,007 | \$ 26.88 |
| Granted: | | |
| Restricted stock | 11,484 | 28.23 |
| Restricted stock units | 3,600 | 29.90 |
| Deferred stock units | 482 | 29.17 |
| Vested & issued | (5,739) | 31.21 |
| Forfeited | (2,616) | 37.51 |
| Balance at June 30, 2011 (includes 31,906 performance-based awards and 15,312 nonperformance-based awards) | 47,218 | \$ 25.74 |

Compensation costs resulting from awards granted under the 2005 Plan are based on the fair value of the award on grant date (determined by the average of the high and low price on grant date) and recognized on a straight-line basis over the requisite service period. For those awards with performance conditions, compensation costs are based on the most probable outcome and, if such goals are not met, compensation cost is not recognized and any previously recognized compensation cost is reversed. The total compensation costs for restricted stock granted to employees for the period ended June 30, 2011 were \$43,925. The total compensation costs for restricted stock units granted to non-employee directors for the period ended June 30, 2011 were \$49,871. As of June 30, 2011, there were total unrecognized compensation costs of \$537,542, a component of additional capital surplus, related to nonvested equity-based compensation arrangements granted under the 2005 Plan. Those costs are expected to be recognized over a weighted average period of 1.81 years. The total fair value of shares and units vested and issued during the six month period ended June 30, 2011 was \$163,446.

7. OFFICER AND DIRECTOR COMPENSATION

The aggregate remuneration paid during the six months ended June 30, 2011 to officers and directors amounted to \$1,623,343, of which \$258,155 was paid as fees and compensation to directors who were not officers. These amounts represent the taxable income to the Corporation's officers and directors and therefore differ from the amounts reported in the accompanying Statement of Operations that are recorded and expensed in accordance with generally accepted accounting principles.

8. PORTFOLIO SECURITIES LOANED

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The Corporation makes loans of securities to approved brokers to earn additional income. It receives as collateral cash deposits, U.S. Government securities, or bank letters of credit valued at 102% of the value of the securities on loan. The market value of the loaned securities is calculated based upon the most recent closing prices and any additional required collateral is delivered to the Corporation on the next business day. Cash deposits are placed in a registered money market fund. The Corporation accounts for securities lending transactions as secured financing and receives compensation in the form of fees or retains a portion of interest on the investment of any cash received as collateral. The Corporation also continues to receive interest or dividends on the securities loaned. Gain or loss in the fair value of securities loaned that may occur during the term of the loan will be for the account of the Corporation. At June 30, 2011, the Corporation had securities on loan of \$4,228,740 and held cash collateral of \$4,268,481; additional collateral was delivered the next business day in accordance with the procedure described above. The Corporation is indemnified by the Custodian, serving as lending agent, for loss of loaned securities and has the right under the lending agreement to recover the securities from the borrower on demand.

9. OPERATING LEASE COMMITMENT

The Corporation shares office space and equipment with its non-controlling affiliate, The Adams Express Company, under operating lease agreements expiring at various dates through the year 2016. Rental payments are based on a predetermined cost sharing methodology. The Corporation recognized rental expense of \$53,793 in the first half of 2011, and its estimated portion of future minimum rental commitments are as follows:

| | |
|-------|------------|
| 2011 | \$ 58,692 |
| 2012 | 115,170 |
| 2013 | 113,643 |
| 2014 | 113,996 |
| 2015 | 114,200 |
| 2016 | 54,753 |
| Total | \$ 570,454 |

FINANCIAL HIGHLIGHTS

| | (unaudited) Six Months Ended | | Year Ended December 31 | | | | |
|--|---------------------------------|------------------|------------------------|----------------|----------------|----------------|----------------|
| | June 30, 2011 | June 30, 2010 | 2010 | 2009 | 2008 | 2007 | 2006 |
| Per Share Operating Performance | | | | | | | |
| Net asset value, beginning of period | \$30.73 | \$26.75 | \$26.75 | \$22.49 | \$42.99 | \$36.61 | \$35.24 |
| Net investment income | 0.19 | 0.17 | 0.35 | 0.28 | 0.43 | 0.46 | 0.47 |
| Net realized gains and increase (decrease) in unrealized appreciation | 2.98 | (3.82) | 4.97 | 5.37 | (17.71) | 10.37 | 4.91 |
| Change in accumulated other comprehensive income (note 5) | | | 0.01 | 0.10 | (0.07) | | (0.09) |
| Total from investment operations | 3.17 | (3.65) | 5.33 | 5.75 | (17.35) | 10.83 | 5.29 |
| Less distributions | | | | | | | |
| Dividends from net investment income | (0.14) | (0.13) | (0.32) | (0.37) | (0.38) | (0.49) | (0.47) |
| Distributions from net realized gains | (0.06) | (0.07) | (0.95) | (1.03) | (2.61) | (3.82) | (3.33) |
| Total distributions | (0.20) | (0.20) | (1.27) | (1.40) | (2.99) | (4.31) | (3.80) |
| Capital share repurchases | | | | 0.02 | 0.08 | 0.10 | 0.15 |
| Reinvestment of distributions | | | (0.08) | (0.11) | (0.24) | (0.24) | (0.27) |
| Total capital share transactions | | | (0.08) | (0.09) | (0.16) | (0.14) | (0.12) |
| Net asset value, end of period | \$33.70 | \$22.90 | \$30.73 | \$26.75 | \$22.49 | \$42.99 | \$36.61 |
| Market price, end of period | \$29.49 | \$19.97 | \$27.01 | \$23.74 | \$19.41 | \$38.66 | \$33.46 |
| Total Investment Return | | | | | | | |
| Based on market price | 9.9% | (15.1)% | 19.6% | 30.3% | (42.2)% | 28.9% | 15.3% |
| Based on net asset value | 10.4% | (13.6)% | 20.8% | 26.7% | (39.8)% | 31.0% | 15.7% |
| Ratios/Supplemental Data | | | | | | | |
| Net assets, end of period (in 000 s) | \$835,707 | \$557,346 | \$761,736 | \$650,718 | \$538,937 | \$978,920 | \$812,047 |
| Ratio of expenses to average net assets | 0.52% | 0.60% | 0.64% | 0.96% | 0.51% | 0.54% | 0.60% |
| Ratio of net investment income to average net assets | 1.16% | 1.33% | 1.32% | 1.18% | 1.10% | 1.12% | 1.22% |

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| | | | | | | | |
|--|--------|--------|--------|--------|--------|--------|--------|
| Portfolio turnover | 10.66% | 11.73% | 16.79% | 14.35% | 16.89% | 7.36% | 9.95% |
| Number of shares outstanding at end of period (in 000 s) | 24,802 | 24,340 | 24,790 | 24,327 | 23,959 | 22,768 | 22,181 |

Ratios presented on an annualized basis.

For 2009, the ratios of expenses and net investment income to average net assets were 0.78% and 1.36%, respectively, after adjusting for non-recurring pension expenses.

SCHEDULE OF INVESTMENTS

June 30, 2011

(unaudited)

| | Shares | Value (A) |
|---|-----------|---------------|
| Stocks 97.0% | | |
| Energy 73.4% | | |
| Exploration & Production 20.7% | | |
| Anadarko Petroleum Corp. | 165,000 | \$ 12,665,400 |
| Apache Corp. | 150,000 | 18,508,500 |
| Devon Energy Corp. | 110,000 | 8,669,100 |
| Energen Corp. | 185,000 | 10,452,500 |
| EOG Resources, Inc. | 120,000 | 12,546,000 |
| EQT Corp. | 160,000 | 8,403,200 |
| Forest Oil Corp. (C) | 200,000 | 5,342,000 |
| Newfield Exploration Co. (C) | 80,000 | 5,441,600 |
| Noble Energy, Inc. | 225,000 | 20,166,750 |
| Oasis Petroleum, Inc. (C) | 150,000 | 4,452,000 |
| Occidental Petroleum Corp. | 350,000 | 36,414,000 |
| Pioneer Natural Resources Co. (E) | 140,000 | 12,539,800 |
| QEP Resources, Inc. (with attached rights) | 200,000 | 8,366,000 |
| Southwestern Energy Co. (C) (E) | 200,000 | 8,576,000 |
| | | 172,542,850 |
| Integrated Oil & Gas 33.5% | | |
| Chevron Corp. | 940,000 | 96,669,600 |
| ConocoPhillips | 350,000 | 26,316,500 |
| Exxon Mobil Corp. (F) | 1,358,430 | 110,549,033 |
| Hess Corp. | 250,000 | 18,690,000 |
| Marathon Oil Corp. | 80,000 | 4,214,400 |
| Royal Dutch Shell plc (Class A) ADR | 334,512 | 23,793,839 |
| | | 280,233,372 |
| Pipelines 2.9% | | |
| Kinder Morgan Inc. (B) | 155,000 | 4,453,150 |
| Spectra Energy Corp. | 208,812 | 5,723,537 |
| Williams Companies, Inc. | 450,000 | 13,612,500 |
| | | 23,789,187 |
| Services 16.3% | | |
| Baker Hughes, Inc. | 165,000 | 11,972,400 |
| Halliburton Co. | 525,000 | 26,775,000 |
| Nabors Industries Ltd. (C)(E) | 244,000 | 6,012,160 |
| National Oilwell Varco, Inc. | 250,000 | 19,552,500 |
| Schlumberger Ltd. | 575,000 | 49,680,000 |
| Transocean Ltd. (C) | 217,953 | 14,071,046 |
| Weatherford International, Ltd. (C) | 450,000 | 8,437,500 |

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136,500,606

| | Shares | Value (A) |
|--|---------|--------------|
| Basic Materials 18.5% | | |
| Chemicals 10.2% | | |
| Air Products and Chemicals, Inc. | 100,000 | \$ 9,558,000 |
| CF Industries Holdings, Inc. (E) | 70,069 | 9,926,675 |
| Dow Chemical Co. | 600,000 | 21,600,000 |
| FMC Corp. | 130,000 | 11,182,600 |
| Potash Corporation of Saskatchewan Inc. (E) | 289,000 | 16,470,110 |
| Praxair, Inc. | 150,000 | 16,258,500 |
| | | 84,995,885 |
| Industrial Metals 6.5% | | |
| Cliffs Natural Resources Inc. (E) | 190,000 | 17,565,500 |
| Freeport-McMoRan Copper & Gold Inc. | 515,000 | 27,243,500 |
| Teck Resources Ltd. (Class B) | 200,000 | 10,148,000 |
| | | 54,957,000 |
| Mining 1.8% | | |
| Alpha Natural Resources, Inc. (C)(E) | 102,500 | 4,657,600 |
| CONSOL Energy Inc. | 46,300 | 2,244,624 |
| Peabody Energy Corp. | 137,600 | 8,106,016 |
| | | 15,008,240 |
| Utilities 5.1% | | |
| MDU Resources Group, Inc. | 319,400 | 7,186,500 |
| National Fuel Gas Co. (E) | 175,000 | 12,740,000 |
| New Jersey Resources Corp. | 280,000 | 12,490,800 |
| Northeast Utilities | 200,000 | 7,034,000 |
| Questar Corp. | 156,300 | 2,768,073 |
| | | 42,219,373 |
| Total Common Stocks (Cost \$427,436,086) | | 810,246,513 |

SCHEDULE OF INVESTMENTS (CONTINUED)

June 30, 2011

(unaudited)

| | Principal/ Shares | Value (A) |
|---|----------------------|------------------|
| Short-Term Investments 3.3% | | |
| Time Deposits 2.1% | | |
| Bank of America, 0.03%, due 7/1/11 | \$ 2,985,073 | \$ 2,985,073 |
| M&T Bank, 0.90% | \$ 15,000,000 | 15,000,000 |
| | | 17,985,073 |
| Commercial Paper 1.2% | | |
| Toyota Credit de Puerto Rico, 0.12%, due 7/11/11 | \$ 10,000,000 | 9,999,667 |
| Money Market Funds 0.0% | | |
| Fidelity Institutional Money Market - Government Portfolio, 0.01% (D) | 10,000 | 10,000 |
| RBC U.S. Government Money Market (Institutional Class I), 0.01% (D) | 10,000 | 10,000 |
| Vanguard Federal Money Market, 0.01% (D) | 10,000 | 10,000 |
| Western Asset Institutional Government Reserves (Institutional Class), 0.02% (D) | 10,000 | 10,000 |
| | | 40,000 |
| Total Short-Term Investments (Cost \$28,024,740) | | \$ 28,024,740 |
| | Shares | Value (A) |
| Securities Lending Collateral 0.5% (Cost \$4,268,481) | | |
| Money Market Funds 0.5% | | |
| Invesco Short-Term Investment Trust - Liquid Assets Portfolio (Institutional Class), 0.08% (D) | 4,268,481 | \$ 4,268,481 |
| Total Investments 100.8% (Cost \$459,729,307) | | 842,539,734 |
| Cash, receivables, prepaid expenses and other assets, less | | (6,832,235) |

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liabilities (0.8)%

| | | | |
|-------------------|---------------|----|-------------|
| Net Assets | 100.0% | \$ | 835,707,499 |
|-------------------|---------------|----|-------------|

Notes:

- (A) Securities are listed on the New York Stock Exchange or the NASDAQ and are valued at the last reported sale price on the day of valuation. See note 1 to financial statements.
- (B) A portion of shares held are on loan. See note 8 to financial statements.
- (C) Presently non-dividend paying.
- (D) Rate presented is as of period-end and represents the annualized yield earned over the previous seven days.
- (E) All or a portion of this security is pledged to cover open written call option contracts. Aggregate market value of such pledged securities is \$20,538,215.
- (F) All or a portion of this security is pledged to collateralize open written put option contracts with an aggregate market value to deliver upon exercise of \$25,639,000.

This report, including the financial statements herein, is transmitted to the stockholders of Petroleum & Resources Corporation for their information. It is not a prospectus, circular or representation intended for use in the purchase or sale of shares of the Corporation or of any securities mentioned in the report. The rates of return will vary and the principal value of an investment will fluctuate. Shares, if sold, may be worth more or less than their original cost. Past performance is no guarantee of future investment results.

SCHEDULE OF OUTSTANDING WRITTEN OPTION CONTRACTS

June 30, 2011

(unaudited)

| Contracts (100 shares each) | Security | Strike Price | Contract Expiration Date | | Value |
|-----------------------------------|---|-----------------|--------------------------------|----|-------------|
| COVERED CALLS | | | | | |
| 500 | Alpha Natural Resources | \$ 70 | Jul | 11 | \$(2,500) |
| 67 | CF Industries Holdings, Inc. | 185 | Aug | 11 | (1,809) |
| 200 | CF Industries Holdings, Inc. | 200 | Nov | 11 | (23,400) |
| 390 | Cliffs Natural Resources Inc. | 110 | Oct | 11 | (70,200) |
| 750 | Nabors Industries Ltd. | 25 | Jul | 11 | (42,000) |
| 500 | National Fuel Gas Co. | 75 | Jul | 11 | (92,500) |
| 250 | National Fuel Gas Co. | 80 | Aug | 11 | (40,000) |
| 200 | Pioneer Natural Resources Co. | 100 | Jul | 11 | (3,000) |
| 124 | Potash Corporation of Saskatchewan Inc. | 70 | Sep | 11 | (3,224) |
| 250 | Southwestern Energy Co. | 47 | Sep | 11 | (20,000) |
| 3,231 | | | | | (298,633) |
| COLLATERALIZED PUTS | | | | | |
| 200 | Baker Hughes, Inc. | 65 | Jul | 11 | (4,200) |
| 300 | Baker Hughes, Inc. | 67.50 | Aug | 11 | (59,400) |
| 300 | Baker Hughes, Inc. | 60 | Oct | 11 | (83,400) |
| 200 | CF Industries Holdings, Inc. | 130 | Jul | 11 | (19,600) |
| 165 | CF Industries Holdings, Inc. | 125 | Aug | 11 | (53,625) |
| 200 | CF Industries Holdings, Inc. | 130 | Aug | 11 | (91,000) |
| 200 | FMC Corp. | 75 | Oct | 11 | (49,000) |
| 250 | Exxon Mobil Corp. | 65 | Oct | 11 | (12,750) |
| 250 | Hess Corp. | 60 | Aug | 11 | (8,250) |
| 300 | Marathon Oil Corp. | 50 | Jul | 11 | (15,300) |
| 200 | Marathon Oil Corp. | 43 | Oct | 11 | (17,800) |
| 200 | Oasis Petroleum, Inc. | 25 | Aug | 11 | (11,000) |
| 210 | Peabody Energy Corp. | 52.50 | Jul | 11 | (3,570) |
| 200 | Peabody Energy Corp. | 57.50 | Jul | 11 | (17,800) |
| 200 | Potash Corporation of Saskatchewan Inc. | 55 | Jul | 11 | (1,000) |
| 284 | Praxair, Inc. | 85 | Oct | 11 | (21,300) |
| 3,659 | | | | | (468,995) |
| | | | | | \$(767,628) |

CHANGES IN PORTFOLIO SECURITIES*During the Three Months Ended June 30, 2011**(unaudited)*

| | Shares | | Held |
|---|------------------------|--------------------------|---------------|
| | Additions | Reductions | June 30, 2011 |
| Air Products and Chemicals, Inc. | 100,000 | | 100,000 |
| Alpha Natural Resources, Inc. | 102,500 ⁽¹⁾ | | 102,500 |
| Baker Hughes, Inc. | 53,000 | | 165,000 |
| Cliffs Natural Resources Inc. | 40,000 | | 190,000 |
| Exxon Mobil Corp. | 45,000 | | 1,358,430 |
| Forest Oil Corp. | 59,229 | | 200,000 |
| Freeport-McMoRan Copper & Gold Inc. | 20,000 | | 515,000 |
| Kinder Morgan Inc. | 84,000 | | 155,000 |
| Marathon Oil Corp. | 80,000 | | 80,000 |
| National Oilwell Varco, Inc. | 50,000 | | 250,000 |
| Peabody Energy Corp. | 137,600 | | 137,600 |
| Potash Corporation of Saskatchewan Inc. | 6,250 | | 289,000 |
| Royal Dutch Shell plc (Class A) ADR | 3,900 | | 334,512 |
| Schlumberger Ltd. | 75,000 | | 575,000 |
| EQT Corp. | | 60,000 | 160,000 |
| International Coal Group, Inc. | | 2,068,283 ⁽²⁾ | |
| Massey Energy Co. | | 100,000 ⁽¹⁾ | |
| MDU Resources Group, Inc. | | 26,000 | 319,400 |
| Nabors Industries Ltd. | | 125,000 | 244,000 |
| New Jersey Resources Corp. | | 7,000 | 280,000 |
| Praxair, Inc. | | 46,508 | 150,000 |
| Questar Corp. | | 20,000 | 156,300 |
| Transocean Ltd. | | 10,000 | 217,953 |

⁽¹⁾ Received 1.025 shares and \$10 cash for each share of Massey Energy Co. held.⁽²⁾ Received \$14.60 cash for each share tendered.**HISTORICAL FINANCIAL STATISTICS***(unaudited)*

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| Dec. 31 | Value Of Net Assets | Shares Outstanding | Net Asset Value Per Share | Market Value Per Share | Dividends From Investment Income Per Share | Distributions From Net Realized Gains Per Share | Total Dividends and Distributions Per Share | Annual Distribution Rate* |
|----------------|--------------------------------|-------------------------------|--|---------------------------------------|---|--|--|--|
| 2001 | \$ 526,491,798 | 21,147,563 | \$ 24.90 | \$ 23.46 | \$.43 | \$ 1.07 | \$ 1.50 | 5.6% |
| 2002 | 451,275,463 | 21,510,067 | 20.98 | 19.18 | .43 | .68 | 1.11 | 5.1 |
| 2003 | 522,941,279 | 21,736,777 | 24.06 | 23.74 | .38 | .81 | 1.19 | 5.8 |
| 2004 | 618,887,401 | 21,979,676 | 28.16 | 25.78 | .44 | .88 | 1.32 | 5.4 |
| 2005 | 761,913,652 | 21,621,072 | 35.24 | 32.34 | .56 | 1.22 | 1.78 | 5.9 |
| 2006 | 812,047,239 | 22,180,867 | 36.61 | 33.46 | .47 | 3.33 | 3.80 | 11.3 |
| 2007 | 978,919,829 | 22,768,250 | 42.99 | 38.66 | .49 | 3.82 | 4.31 | 11.6 |
| 2008 | 538,936,942 | 23,958,656 | 22.49 | 19.41 | .38 | 2.61 | 2.99 | 8.9 |
| 2009 | 650,718,323 | 24,327,307 | 26.75 | 23.74 | .37 | 1.03 | 1.40 | 6.6 |
| 2010 | 761,735,503 | 24,789,698 | 30.73 | 27.01 | .32 | .95 | 1.27 | 5.5 |
| June 30, 2011 | 835,707,499 | 24,802,112 | 33.70 | 29.49 | .24 | .06 | 0.30 | |

* The annual distribution rate is the total dividends and capital gain distributions during the year divided by the average daily market price of the Corporation's Common Stock.
Paid or declared.

OTHER INFORMATION

DIVIDEND PAYMENT SCHEDULE

The Corporation presently pays dividends four times a year, as follows: (a) three interim distributions on or about March 1, June 1, and September 1, and (b) a year-end distribution, payable in late December, consisting of the estimated balance of the net investment income for the year and the net realized capital gain earned through October 31. Stockholders may elect to receive the year-end distribution in stock or cash. In connection with this distribution, all stockholders of record are sent a dividend announcement notice and an election card in mid-November. **Stockholders holding shares in street or brokerage accounts may make their elections by notifying their brokerage house representative.**

STATEMENT ON QUARTERLY FILING OF COMPLETE PORTFOLIO SCHEDULE

In addition to publishing its complete schedule of portfolio holdings in the First and Third Quarter Reports to Stockholders, the Corporation also files its complete schedule of portfolio holdings with the Securities and Exchange Commission for the first and third quarters of each fiscal year on Form N-Q. The Corporation's Forms N-Q are available on the Commission's website at www.sec.gov. The Corporation's Forms N-Q may be reviewed and copied at the Commission's Public Reference Room, and information on the operation of the Public Reference Room may be obtained by calling 1-800-SEC-0330. The Corporation also posts a link to its Forms N-Q on its website at: www.peteres.com under the headings Investment Information, Financial Reports and then SEC Filings.

PROXY VOTING POLICIES AND RECORD

A description of the policies and procedures that the Corporation uses to determine how to vote proxies relating to portfolio securities owned by the Corporation and the Corporation's proxy voting record for the 12-month period ended June 30, 2011 are available (i) without charge, upon request, by calling the Corporation's toll free number at (800) 638-2479; (ii) on the Corporation's website at www.peteres.com under the headings About Petroleum & Resources and Corporate Information; and (iii) on the Securities and Exchange Commission's website at www.sec.gov.

PRIVACY POLICY

In order to conduct its business, the Corporation, through its transfer agent, currently American Stock Transfer & Trust Company, collects and maintains certain nonpublic personal information about our stockholders of record with respect to their transactions in shares of our securities. This information includes the stockholder's address, tax identification or Social Security number, share balances, and dividend elections. We do not collect or maintain personal information about stockholders whose shares of our securities are held in street name by a financial institution such as a bank or broker.

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We do not disclose any nonpublic personal information about you, our other stockholders or our former stockholders to third parties unless necessary to process a transaction, service an account or as otherwise permitted by law.

To protect your personal information internally, we restrict access to nonpublic personal information about our stockholders to those employees who need to know that information to provide services to our stockholders. We also maintain certain other safeguards to protect your nonpublic personal information.

The Corporation

Petroleum & Resources Corporation

Seven St. Paul Street, Suite 1140, Baltimore, MD 21202

(410) 752-5900 (800) 638-2479

Website: www.peteres.com

E-mail: contact@peteres.com

Counsel: Chadbourne & Parke LLP

Independent Registered Public Accounting Firm: PricewaterhouseCoopers LLP

Custodian of Securities: Brown Brothers Harriman & Co.

Transfer Agent & Registrar: American Stock Transfer & Trust Company

Stockholder Relations Department

59 Maiden Lane

New York, NY 10038

(866) 723-8330

Website: www.amstock.com

E-mail: info@amstock.com

Board of Directors

Enrique R. Arzac ^{2,3}
 Phyllis O. Bonanno ^{3,4}
 Kenneth J. Dale ^{2,4}
 Daniel E. Emerson ^{1,3,5}
 Frederic A. Escherich ^{1,4,5}
 1. *Member of Executive Committee*
 2. *Member of Audit Committee*
 3. *Member of Compensation Committee*
 4. *Member of Retirement Benefits Committee*
 5. *Member of Nominating and Governance Committee*

Roger W. Gale ^{2,4}
 Thomas H. Lenagh ^{2,4}
 Kathleen T. McGahran ^{1,3,5}
 Douglas G. Ober ¹
 Craig R. Smith ^{1,3,5}

Officers

Douglas G. Ober, CFA
 Nancy J.F. Prue, CFA
 David D. Weaver, CFA
 Lawrence L. Hooper, Jr.
 Michael A. Kijesky, CFA
 Brian S. Hook, CFA, CPA
 Christine M. Sloan, CPA
 Geraldine H. Paré

Chairman, President and Chief Executive Officer
Executive Vice President
Executive Vice President
Vice President, General Counsel and Secretary
Vice President Research
Treasurer
Assistant Treasurer
Assistant Secretary

Stock Data

| | |
|---------------------------|----------|
| Market Price (6/30/11) | \$ 29.49 |
| Net Asset Value (6/30/11) | \$ 33.70 |
| Discount | 12.5% |

New York Stock Exchange ticker symbol: PEO

NASDAQ Quotation Symbol for NAV: XPEOX

Distributions in 2011

| | | |
|---|-----------|-------------|
| From Investment Income (paid or declared) | \$ | 0.24 |
| From Net Realized Gains | | 0.06 |
| Total | \$ | 0.30 |

2011 Dividend Payment Dates

March 1, 2011

June 1, 2011

September 1, 2011

December 27, 2011*

*Anticipated

Item 2. Code of Ethics.

Item not applicable to semi-annual report.

Item 3. Audit Committee Financial Expert.

Item not applicable to semi-annual report.

Item 4. Principal Accountant Fees and Services.

Item not applicable to semi-annual report.

Item 5. Audit Committee of Listed Registrants.

Item not applicable to semi-annual report.

Item 6. Investments.

(a) This schedule is included as part of the report to stockholders filed under Item 1 of this form.

(b) Not applicable.

Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies.

Item not applicable to semi-annual report.

Item 8. Portfolio Managers of Closed-End Management Investment Companies.

(a) Item not applicable to semi-annual report.

(b) There has been no change in any of the portfolio managers identified in registrant's most recent annual report on Form N-CSR.

Item 9. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers.

| | Total Number of Shares (or Units) Purchased | Average Price Paid per Share (or Unit) | Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs | Maximum Number of Shares (or Units) That May Yet Be Purchased Under the Plans or Programs |
|---------------|---|--|--|---|
| | ----- | ----- | ----- | ----- |
| January 2011 | 0 | \$0.00 | 0 | 1,217,002 |
| February 2011 | 0 | \$0.00 | 0 | 1,217,002 |
| March 2011 | 0 | \$0.00 | 0 | 1,217,002 |
| April 2011 | 0 | \$0.00 | 0 | 1,217,002 |
| May 2011 | 0 | \$0.00 | 0 | 1,217,002 |
| June 2011 | 0 | \$0.00 | 0 | 1,217,002(2) |
| | ----- | ----- | ----- | |
| Total | 0(1) | \$0.00 | 0(2) | |

(1) There were no shares purchased other than through a publicly announced plan or program.

(2.a) The Plan was announced on December 9, 2010.

(2.b) The share amount approved in 2010 was 5% of outstanding shares, or 1,217,002 shares.

(2.c) Unless reapproved, the Plan will expire on December 31, 2011.

(2.d) None.

(2.e) None.

Item 10. Submission of Matters to a Vote of Security Holders.

There were no material changes to the procedures by which shareholders may recommend nominees to the registrant's board of directors made or implemented after the registrant last provided disclosure in response to the requirements of Item 407(c)(2)(iv) of Regulation S-K

(17 CFR 229.407) (as required by Item 22(b)(15) of Schedule 14A (17 CFR 240.14a-101)), or this Item.

Item 11. Controls and Procedures.

(a) The registrant's principal executive officer and principal financial officer have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940) are effective based on their evaluation of the disclosure controls and procedures as of a date within 90 days of the filing date of this report.

(b) There have been no significant changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the Investment Company Act of 1940) that occurred during the registrant's second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

Item 12. Exhibits.

- (a) (1) Not applicable. See registrant's response to Item 2 above.
- (2) Separate certifications by the registrant's principal executive officer and principal financial officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 and required by Rule 30a-2 under the Investment Company Act of 1940, are attached.
- (3) Written solicitation to purchase securities: Not applicable.

(b) A certification by the registrant's principal executive officer and principal financial officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and required by Rule 30a-2(b) under the Investment Company Act of 1940, is attached.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto

duly authorized.

Petroleum & Resources Corporation

By: /s/ Douglas G. Ober
Douglas G. Ober
Chairman, President and Chief Executive Officer
(Principal Executive Officer)

Date: July 22, 2011

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Douglas G. Ober
Douglas G. Ober
Chairman, President and Chief Executive Officer
(Principal Executive Officer)

Date: July 22, 2011

By: /s/ Brian S. Hook
Brian S. Hook
Treasurer
(Principal Financial Officer)

Date: July 22, 2011