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BP PLC  
Form 13F-HR  
February 04, 2010

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 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                      January 29, 2010  
-----  
[Signature]                      [City,State]                      [Date]

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

[ ] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

[ ] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

Form 13F File Number                      Name

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28-\_\_\_\_\_

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1  
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Form 13F Information Table Entry Total: 347  
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Form 13F Information Table Value Total: \$ 1,617,474  
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(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
01	28-05357	BP Investment Management Limited

BP P.L.C.  
FORM 13F INFORMATION TABLE  
DECEMBER 31, 2009

ISSUER	TITLE OF CLASS	CUSIP	MARKET VALUE ( USD 000 )	SHARES /PRN AMT	SH/ PRN	INVESTMENT DISCRETION	MA
3M CO	COM	88579Y101	7,929	96,000	SH	DEFINED	
ABBOTT LABS	COM	002824100	11,599	215,000	SH	DEFINED	
ABERCROMBIE + FITCH CO	COM	002896207	452	13,000	SH	DEFINED	
ACCENTURE PLC	COM	G1151C101	1,370	33,000	SH	DEFINED	
ACTIVISION BLIZZARD INC	COM	00507V109	822	74,000	SH	DEFINED	
ADVANCED MICRO DEVICES	COM	007903107	773	80,000	SH	DEFINED	
AES CORP	COM	00130H105	1,251	94,000	SH	DEFINED	
AETNA INC	COM	00817Y108	2,847	90,000	SH	DEFINED	
AFLAC INC	COM	001055102	4,394	95,000	SH	DEFINED	
AGILENT TECHNOLOGIES INC	COM	00846U101	1,554	50,000	SH	DEFINED	
AIR PRODS + CHEMS INC	COM	009158106	2,349	29,000	SH	DEFINED	
ALCOA INC	COM	013817101	2,192	136,000	SH	DEFINED	
ALLEGHENY ENERGY INC	COM	017361106	938	40,000	SH	DEFINED	
ALLEGHENY TECHNOLOGIES	COM	01741R102	1,388	31,000	SH	DEFINED	
ALLERGAN INC	COM	018490102	2,709	43,000	SH	DEFINED	
ALLSTATE CORP	COM	020002101	2,252	75,000	SH	DEFINED	
ALTERA CORP	COM	021441100	1,673	74,000	SH	DEFINED	

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ALTRIA GROUP INC	COM	02209S103	6,906	352,000	SH	DEFINED
AMAZON COM INC	COM	023135106	3,363	25,000	SH	DEFINED
AMEREN CORP	COM	023608102	866	31,000	SH	DEFINED
AMERICA MOVIL S A DE C V	ADR	02364W204	13,977	300,000	SH	DEFINED
AMERICAN ELEC PWR INC	COM	025537101	3,095	89,000	SH	DEFINED
AMERICAN EXPRESS CO	COM	025816109	5,669	140,000	SH	DEFINED
AMERICAN TOWER CORP	COM	029912201	3,193	74,000	SH	DEFINED
AMERIPRISE FINL INC	COM	03076C106	1,203	31,000	SH	DEFINED
AMERISOURCEBERGEN CORP	COM	03073E105	1,146	44,000	SH	DEFINED
AMGEN INC	COM	031162100	8,259	146,000	SH	DEFINED
ANADARKO PETE CORP	COM	032511107	4,994	80,000	SH	DEFINED
AOL INC	COM	00184X105	352	15,121	SH	DEFINED
APACHE CORP	COM	037411105	4,746	46,000	SH	DEFINED
APOLLO GROUP INC	COM	037604105	2,666	44,000	SH	DEFINED
APPLE INC	COM	037833100	26,127	124,000	SH	DEFINED
APPLIED MATERIALS INC	COM	038222105	2,884	207,000	SH	DEFINED
ARCH CAP GROUP LTD	COM	G0450A105	1,674	23,400	SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	039483102	4,070	130,000	SH	DEFINED
AT+T INC	COM	00206R102	21,443	765,000	SH	DEFINED
AUTOMATIC DATA PROCESSING	COM	053015103	3,596	84,000	SH	DEFINED
AUTOZONE INC	COM	053332102	1,027	6,500	SH	DEFINED
AVON PRODS INC	COM	054303102	2,142	68,000	SH	DEFINED
BAKER HUGHES INC	COM	057224107	2,790	69,000	SH	DEFINED
BANCO BRADESCO SA	ADR	059460303	2,292	105,000	SH	DEFINED
BANK NEW YORK MELLON CORP	COM	064058100	4,753	170,000	SH	DEFINED
BANK OF AMERICA CORP	COM	060505104	21,837	1,450,000	SH	DEFINED
BARD C R INC	COM	067383109	1,089	14,000	SH	DEFINED
BAXTER INTL INC	COM	071813109	5,633	96,000	SH	DEFINED
BB+T CORP	COM	054937107	2,791	110,000	SH	DEFINED
BECTON DICKINSON + CO	COM	075887109	2,681	34,000	SH	DEFINED
BED BATH + BEYOND INC	COM	075896100	1,428	37,000	SH	DEFINED
BEST BUY CO INC	COM	086516101	3,157	80,000	SH	DEFINED
BIOGEN IDEC INC	COM	09062X103	2,675	50,000	SH	DEFINED
BLOCK H + R INC	COM	093671105	1,063	47,000	SH	DEFINED
BMC SOFTWARE INC	COM	055921100	1,885	47,000	SH	DEFINED
BOEING CO	COM	097023105	5,517	102,000	SH	DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	3,592	400,000	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	6,512	258,000	SH	DEFINED
BROADCOM CORP	COM	111320107	1,949	62,000	SH	DEFINED
BURLINGTON NORTHN SANTA	COM	12189T104	4,537	46,000	SH	DEFINED
C H ROBINSON WORLDWIDE	COM	12541W209	1,410	24,000	SH	DEFINED
CA INC	COM	12673P105	1,257	56,000	SH	DEFINED
CABOT OIL + GAS CORP	COM	127097103	1,787	41,000	SH	DEFINED
CARDINAL HEALTH INC	COM	14149Y108	1,612	50,000	SH	DEFINED
CAREFUSION CORP	COM	14170T101	625	25,000	SH	DEFINED
CARNIVAL CORP	COM	143658300	1,268	40,000	SH	DEFINED
CATERPILLAR INC	COM	149123101	5,471	96,000	SH	DEFINED
CELGENE CORP	COM	151020104	3,563	64,000	SH	DEFINED
CEMEX S.A.B DE C.C ADR	ADR	151290889	3,316	280,579	SH	DEFINED
CENTERPOINT ENERGY INC	COM	15189T107	1,304	90,000	SH	DEFINED
CENTURYTEL INC	COM	156700106	1,835	50,690	SH	DEFINED
CEPHALON INC	COM	156708109	1,248	20,000	SH	DEFINED
CHESAPEAKE ENERGY CORP	COM	165167107	3,543	137,000	SH	DEFINED
CHEVRON CORP	COM	166764100	21,318	277,000	SH	DEFINED
CHUBB CORP	COM	171232101	2,951	60,000	SH	DEFINED
CISCO SYS INC	COM	17275R102	20,229	845,000	SH	DEFINED
CITIGROUP INC	COM	172967101	8,606	2,600,000	SH	DEFINED
CITRIX SYS INC	COM	177376100	1,104	26,531	SH	DEFINED
CME GROUP INC	COM	12572Q105	4,703	14,000	SH	DEFINED
COACH INC	COM	189754104	730	20,000	SH	DEFINED
COCA COLA CO	COM	191216100	18,059	317,000	SH	DEFINED
COCA COLA ENTERPRISES INC	COM	191219104	1,017	48,000	SH	DEFINED

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COGNIZANT TECHNOLOGY SOL	COM	192446102	3,126	69,000	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	5,749	70,000	SH	DEFINED
COMCAST CORP NEW	COM	20030N101	7,924	470,000	SH	DEFINED
COMERICA INC	COM	200340107	651	22,000	SH	DEFINED
COMPANHIA DE BEBIDAS DAS	ADR	20441W203	1,314	13,000	SH	DEFINED
COMPANHIA SIDERURGICA NAT	ADR	20440W105	1,044	32,700	SH	DEFINED
COMPUTER SCIENCES CORP	COM	205363104	1,208	21,000	SH	DEFINED
CONAGRA INC	COM	205887102	1,452	63,000	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	10,000	196,000	SH	DEFINED
CONSOL ENERGY INC	COM	20854P109	1,743	35,000	SH	DEFINED
CORNING INC	COM	219350105	4,227	219,000	SH	DEFINED
COSTCO WHSL CORP NEW	COM	22160K105	3,547	60,000	SH	DEFINED
COVENTRY HEALTH CARE INC	COM	222862104	558	23,000	SH	DEFINED
CSX CORP	COM	126408103	2,667	55,000	SH	DEFINED
CTRIIP COM INTL ADR	ADR	22943F100	15,076	210,000	SH	DEFINED
CUMMINS INC	COM	231021106	1,330	29,000	SH	DEFINED
CVS CAREMARK CORP	COM	126650100	7,567	235,000	SH	DEFINED
D R HORTON INC	COM	23331A109	1,631	150,000	SH	DEFINED
DANAHER CORP	COM	235851102	3,384	45,000	SH	DEFINED
DEERE + CO	COM	244199105	3,646	67,500	SH	DEFINED
DELL INC	COM	24702R101	4,661	325,000	SH	DEFINED
DENISON MINES CORP	COM	248356107	38	30,240	SH	DEFINED
DEVON ENERGY CORPORATION	COM	25179M103	5,439	74,000	SH	DEFINED
DIRECTV	COM	25490A101	4,067	122,000	SH	DEFINED
DISH NETWORK CORP	COM	25470M109	955	46,000	SH	DEFINED
DISNEY WALT CO	COM	254687106	9,062	281,000	SH	DEFINED
DOMINION RES INC VA NEW	COM	25746U109	2,530	65,000	SH	DEFINED
DONNELLEY R R + SONS	COM	257867101	1,157	52,000	SH	DEFINED
DOVER CORP	COM	260003108	1,123	27,000	SH	DEFINED
DTE ENERGY CO	COM	233331107	1,003	23,000	SH	DEFINED
DU PONT E I DE NEMOURS CO	COM	263534109	4,241	126,000	SH	DEFINED
DUKE ENERGY HLDG CORP	COM	26441C105	3,029	176,000	SH	DEFINED
DYNEGY INC DEL	COM	26817G102	150	83,000	SH	DEFINED
EATON CORP	COM	278058102	1,463	23,000	SH	DEFINED
EBAY INC	COM	278642103	4,939	210,000	SH	DEFINED
ECOLAB INC	COM	278865100	1,427	32,000	SH	DEFINED
EDISON INTL	COM	281020107	2,122	61,000	SH	DEFINED
EL PASO CORP	COM	28336L109	1,648	168,000	SH	DEFINED
ELECTRONIC ARTS INC	COM	285512109	799	45,000	SH	DEFINED
EMBRAER EMPRESABRASILEIRA	ADR	29081M102	221	10,000	SH	DEFINED
EMC CORP	COM	268648102	7,329	420,000	SH	DEFINED
EMERSON ELEC CO	COM	291011104	5,197	122,000	SH	DEFINED
ENTERGY CORP NEW	COM	29364G103	2,128	26,000	SH	DEFINED
EOG RESOURCES INC	COM	26875P101	4,962	51,000	SH	DEFINED
EQT CORP	COM	26884L109	746	17,000	SH	DEFINED
EQUIFAX INC	COM	294429105	1,205	39,000	SH	DEFINED
EXELON CORP	COM	30161N101	4,983	102,000	SH	DEFINED
EXPRESS SCRIPTS INC	COM	302182100	4,668	54,000	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	44,278	650,000	SH	DEFINED
FAMILY DLR STORES INC	COM	307000109	1,530	55,000	SH	DEFINED
FEDEX CORP	COM	31428X106	3,583	43,000	SH	DEFINED
FIFTH THIRD BANCORP	COM	316773100	975	100,000	SH	DEFINED
FIRSTENERGY CORP	COM	337932107	1,997	43,000	SH	DEFINED
FISERV INC	COM	337738108	2,182	45,000	SH	DEFINED
FLUOR CORP NEW	COM	343412102	1,621	36,000	SH	DEFINED
FOMENTO ECONOMICO MEXICAN	ADR	344419106	5,323	111,300	SH	DEFINED
FOREST LABS INC	COM	345838106	1,380	43,000	SH	DEFINED
FOSTER WHEELER AG	COM	H27178104	618	21,000	SH	DEFINED
FPL GROUP INC	COM	302571104	2,903	55,000	SH	DEFINED
FRANKLIN RES INC	COM	354613101	3,161	30,000	SH	DEFINED
FREEMETMCMORANCOPPERGOLD	COM	35671D857	4,255	53,000	SH	DEFINED
FRONTIER COMMUNICATIONS	COM	35906A108	382	49,000	SH	DEFINED

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GAP INC	COM	364760108	1,257	60,000	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	3,541	52,000	SH	DEFINED
GENERAL ELEC CO	COM	369604103	23,754	1,570,000	SH	DEFINED
GENERAL MLS INC	COM	370334104	3,257	46,000	SH	DEFINED
GENUINE PARTS CO	COM	372460105	873	23,000	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	6,491	150,000	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	10,283	61,000	SH	DEFINED
GOOGLE INC	COM	38259P508	20,769	33,500	SH	DEFINED
GRAINGER W W INC	COM	384802104	2,227	23,000	SH	DEFINED
GRUPO TELEVISION SA DE CV	ADR	40049J206	3,215	155,000	SH	DEFINED
HALLIBURTON CO	COM	406216101	5,713	190,000	SH	DEFINED
HARSCO CORP	COM	415864107	532	16,500	SH	DEFINED
HASBRO INC	COM	418056107	2,020	63,000	SH	DEFINED
HEINZ H J CO	COM	423074103	2,437	57,000	SH	DEFINED
HESS CORP	COM	42809H107	2,358	39,000	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	18,838	366,000	SH	DEFINED
HOME DEPOT INC	COM	437076102	7,456	258,000	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	5,172	132,000	SH	DEFINED
HOSPIRA INC	COM	441060100	1,173	23,000	SH	DEFINED
HUDSON CITY BANCORP INC	COM	443683107	1,016	74,000	SH	DEFINED
IBM	COM	459200101	23,942	183,000	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	3,359	70,000	SH	DEFINED
INTEL CORP	COM	458140100	16,932	830,000	SH	DEFINED
INTERCONTINENTAL EXCHANGE	COM	45865V100	142,409	1,268,110	SH	SOLE
INTERNATIONAL PAPER CO	COM	460146103	1,660	62,000	SH	DEFINED
INTERPUBLIC GROUP COS INC	COM	460690100	1,766	240,000	SH	DEFINED
INTUIT	COM	461202103	1,904	62,000	SH	DEFINED
INVESCO LTD	COM	G491BT108	1,879	80,000	SH	DEFINED
ISHARES TR	COM	464287564	9,912	190,000	SH	DEFINED
ITAU UNIBANCO HOLDING SA	GDR	465562106	1,568	68,750	SH	DEFINED
ITT CORP NEW	COM	450911102	2,338	47,000	SH	DEFINED
J C PENNEY INC	COM	708160106	718	27,000	SH	DEFINED
JANUS CAP GROUP INC	COM	47102X105	942	70,000	SH	DEFINED
JOHNSON + JOHNSON	COM	478160104	24,703	384,000	SH	DEFINED
JOHNSON CTLS INC	COM	478366107	2,260	83,000	SH	DEFINED
JOY GLOBAL INC	COM	481165108	1,134	22,000	SH	DEFINED
JPMORGAN CHASE + CO	COM	46625H100	23,752	570,000	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	2,000	75,000	SH	DEFINED
KB HOME	COM	48666K109	657	48,000	SH	DEFINED
KELLOGG CO	COM	487836108	1,915	36,000	SH	DEFINED
KEYCORP NEW	COM	493267108	1,166	210,000	SH	DEFINED
KIMBERLY CLARK CORP	COM	494368103	3,695	58,000	SH	DEFINED
KLA TENCOR CORP	COM	482480100	1,012	28,000	SH	DEFINED
KOHL'S CORP	COM	500255104	2,265	42,000	SH	DEFINED
KRAFT FOODS INC	COM	50075N104	5,543	204,000	SH	DEFINED
KROGER CO	COM	501044101	1,889	92,000	SH	DEFINED
L 3 COMMUNICATIONS HLDG	COM	502424104	2,087	24,000	SH	DEFINED
LEGG MASON INC	COM	524901105	1,927	64,000	SH	DEFINED
LEUCADIA NATL CORP	COM	527288104	619	26,000	SH	DEFINED
LG DISPLAY CO LTD	ADR	50186V102	2,958	175,000	SH	DEFINED
LILLY ELI + CO	COM	532457108	4,280	120,000	SH	DEFINED
LINCOLN NATL CORP IN	COM	534187109	896	36,000	SH	DEFINED
LINEAR TECHNOLOGY CORP	COM	535678106	977	32,000	SH	DEFINED
LOCKHEED MARTIN CORP	COM	539830109	3,237	43,000	SH	DEFINED
LOEWS CORP	COM	540424108	1,859	51,147	SH	DEFINED
LORILLARD INC	COM	544147101	2,631	32,797	SH	DEFINED
LOWES COS INC	COM	548661107	5,377	230,000	SH	DEFINED
MACYS INC	COM	55616P104	1,877	112,000	SH	DEFINED
MARATHON OIL CORP	COM	565849106	3,060	98,000	SH	DEFINED
MARRIOTT INTL INC NEW	COM	571903202	1,129	41,446	SH	DEFINED
MARSH + MCLENNAN COS INC	COM	571748102	1,590	72,000	SH	DEFINED
MARSHALL + ILSLEY CORP	COM	571837103	818	150,000	SH	DEFINED

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MASTERCARD INC	COM	57636Q104	2,682	10,500	SH	DEFINED
MATTEL INC	COM	577081102	1,059	53,000	SH	DEFINED
MCAFEE INC	COM	579064106	893	22,000	SH	DEFINED
MCDONALDS CORP	COM	580135101	10,046	161,000	SH	DEFINED
MCGRAW HILL COS INC	COM	580645109	1,474	44,000	SH	DEFINED
MCKESSON CORP	COM	58155Q103	2,437	39,000	SH	DEFINED
MEDCO HEALTH SOLUTIONS	COM	58405U102	6,071	95,000	SH	DEFINED
MEDTRONIC INC	COM	585055106	6,812	155,000	SH	DEFINED
MELCO CROWN ENTERTAINMENT	ADR	585464100	3,360	1,000,000	SH	DEFINED
MEMC ELECTR MATLS INC	COM	552715104	436	32,000	SH	DEFINED
MERCK + CO INC NEW	COM	58933Y105	15,087	413,334	SH	DEFINED
METLIFE INC	COM	59156R108	4,596	130,000	SH	DEFINED
METROPCS COMMUNICATIONS	COM	591708102	20,072	2,630,613	SH	SOLE
MICRON TECHNOLOGY INC	COM	595112103	1,205	114,000	SH	DEFINED
MICROSOFT CORP	COM	594918104	32,614	1,070,000	SH	DEFINED
MINDRAY MED INTL LTD	ADR	602675100	9,837	290,000	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	6,131	75,000	SH	DEFINED
MORGAN STANLEY	COM	617446448	5,236	177,000	SH	DEFINED
MOTOROLA INC	COM	620076109	2,868	370,000	SH	DEFINED
MURPHY OIL CORP	COM	626717102	1,409	26,000	SH	DEFINED
NATIONAL OILWELL VARCO	COM	637071101	3,307	75,000	SH	DEFINED
NETAPP INC	COM	64110D104	2,405	70,000	SH	DEFINED
NEW ORIENTAL TECHNOLOGY	ADR	647581107	8,317	110,000	SH	DEFINED
NEWMONT MNG CORP	COM	651639106	4,778	101,000	SH	DEFINED
NEWS CORP	COM	65248E203	4,741	298,000	SH	DEFINED
NIKE INC	COM	654106103	4,426	67,000	SH	DEFINED
NORFOLK SOUTHN CORP	COM	655844108	4,819	92,000	SH	DEFINED
NORTHERN TRUST CORP	COM	665859104	2,777	53,000	SH	DEFINED
NORTHROP GRUMMAN CORP	COM	666807102	2,511	45,000	SH	DEFINED
NOVELL INC	COM	670006105	830	200,000	SH	DEFINED
NUCOR CORP	COM	670346105	2,566	55,000	SH	DEFINED
NVIDIA CORP	COM	67066G104	1,474	79,000	SH	DEFINED
NYSE EURONEXT	COM	629491101	1,971	78,000	SH	DEFINED
OCCIDENTAL PETE CORP	COM	674599105	9,102	112,000	SH	DEFINED
OMNICOM GROUP	COM	681919106	1,723	44,000	SH	DEFINED
ORACLE CORP	COM	68389X105	14,847	605,000	SH	DEFINED
PACCAR INC	COM	693718108	1,814	50,000	SH	DEFINED
PARKER HANNIFIN CORP	COM	701094104	1,238	23,000	SH	DEFINED
PAYCHEX INC	COM	704326107	1,379	45,000	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	2,933	65,000	SH	DEFINED
PEPSI BOTTLING GROUP INC	COM	713409100	750	20,000	SH	DEFINED
PEPSICO INC	COM	713448108	13,187	217,000	SH	DEFINED
PETROLEO BRASILEIRO SA	ADR	71654V408	4,288	90,000	SH	DEFINED
PFIZER INC	COM	717081103	21,596	1,187,270	SH	DEFINED
PG+E CORP	COM	69331C108	2,813	63,000	SH	DEFINED
PHILIP MORRIS INTL ORD	COM	718172109	15,257	317,000	SH	DEFINED
PHOENIX COMPANIES	COM	71902E109	283	101,817	SH	SOLE
PITNEY BOWES INC	COM	724479100	660	29,000	SH	DEFINED
PNC FINL SVCS GROUP INC	COM	693475105	2,640	50,000	SH	DEFINED
POLO RALPH LAUREN CORP	COM	731572103	648	8,000	SH	DEFINED
PPG INDS INC	COM	693506107	1,346	23,000	SH	DEFINED
PPL CORP	COM	69351T106	1,712	53,000	SH	DEFINED
PRAXAIR INC	COM	74005P104	4,096	51,000	SH	DEFINED
PRECISION CASTPARTS CORP	COM	740189105	1,876	17,000	SH	DEFINED
PRICE T ROWE GROUP INC	COM	74144T108	2,396	45,000	SH	DEFINED
PRICELINE COM INC	COM	741503403	1,309	6,000	SH	DEFINED
PRINCIPAL FINANCIAL GROUP	COM	74251V102	1,202	50,000	SH	DEFINED
PROCTER AND GAMBLE CO	COM	742718109	25,755	425,000	SH	DEFINED
PROGRESS ENERGY INC	COM	743263105	1,517	37,000	SH	DEFINED
PROGRESSIVE CORP OHIO	COM	743315103	1,707	95,000	SH	DEFINED
PRUDENTIAL FINL INC	COM	744320102	2,985	60,000	SH	DEFINED
PUBLIC SVC ENTERPRISE	COM	744573106	2,660	80,000	SH	DEFINED

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PULTE HOMES INC	COM	745867101	1,650	165,000	SH	DEFINED
QUALCOMM INC	COM	747525103	11,287	244,000	SH	DEFINED
QUEST DIAGNOSTICS INC	COM	74834L100	1,328	22,000	SH	DEFINED
QUESTAR CORP	COM	748356102	1,038	25,000	SH	DEFINED
QWEST COMMUNICATIONS INTL	COM	749121109	937	223,000	SH	DEFINED
RANGE RES CORP	COM	75281A109	2,366	47,500	SH	DEFINED
RAYTHEON CO	COM	755111507	2,061	40,000	SH	DEFINED
REGIONS FINL CORP NEW	COM	7591EP100	1,270	240,000	SH	DEFINED
ROCKWELL COLLINS INC	COM	774341101	1,217	22,000	SH	DEFINED
ROWAN COMPANIES INC	COM	779382100	1,019	45,000	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	12,042	185,000	SH	DEFINED
SCHWAB CHARLES CORP	COM	808513105	3,086	164,000	SH	DEFINED
SEMPRA ENERGY	COM	816851109	2,575	46,000	SH	DEFINED
SIGMA ALDRICH	COM	826552101	910	18,000	SH	DEFINED
SIMON PPTY GROUP INC NEW	COM	828806109	2,695	33,774	SH	DEFINED
SLM CORP	COM	78442P106	2,254	200,000	SH	DEFINED
SMITH INTL INC	COM	832110100	868	32,000	SH	DEFINED
SOHU COM INC	COM	83408W103	8,306	145,000	SH	DEFINED
SOUTHERN CO	COM	842587107	2,497	75,000	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	3,856	80,000	SH	DEFINED
SPECTRA ENERGY CORP	COM	847560109	1,743	85,000	SH	DEFINED
SPRINT NEXTEL CORP	COM	852061100	2,562	700,000	SH	DEFINED
ST JUDE MED INC	COM	790849103	1,838	50,000	SH	DEFINED
STANLEY WORKS	COM	854616109	618	12,000	SH	DEFINED
STAPLES INC	COM	855030102	2,433	99,000	SH	DEFINED
STARWOOD HOTELS + RESORTS	COM	85590A401	951	26,000	SH	DEFINED
STATE STREET CORPORATION	COM	857477103	3,048	70,000	SH	DEFINED
STRYKER CORP	COM	863667101	1,763	35,000	SH	DEFINED
SUN MICROSYSTEMS INC	COM	866810203	880	94,000	SH	DEFINED
SUNTRUST BKS INC	COM	867914103	1,500	74,000	SH	DEFINED
SYMANTEC CORP	COM	871503108	3,399	190,000	SH	DEFINED
SYSCO CORP	COM	871829107	2,344	84,000	SH	DEFINED
TAIWAN GTR CHINA FD	COM	874037104	362	57,103	SH	DEFINED
TARGET CORP	COM	87612E106	4,980	103,000	SH	DEFINED
TELE NORTE LESTE PARTIC	ADR	879246106	331	15,500	SH	DEFINED
TELEFONOS DE MEXICO S A	ADR	879403707	1,571	95,000	SH	DEFINED
TELEFONOS DE MEXICO S A	ADR	879403780	1,923	116,000	SH	DEFINED
TELEMEX INTERNATIONAL SAB	ADR	879690105	2,057	116,000	SH	DEFINED
TELMEX INTERNACIONAL SAB	ADR	879690204	1,664	95,000	SH	DEFINED
TENET HEALTHCARE CORP	COM	88033G100	1,471	273,000	SH	DEFINED
TEXAS INSTRS INC	COM	882508104	4,555	175,000	SH	DEFINED
THERMO FISHER SCIENTIFIC	COM	883556102	2,811	59,000	SH	DEFINED
TIFFANY + CO NEW	COM	886547108	816	19,000	SH	DEFINED
TIME WARNER CABLE INC	COM	88732J207	1,719	41,536	SH	DEFINED
TIME WARNER INC	COM	887317303	4,842	166,333	SH	DEFINED
TJX COS INC NEW	COM	872540109	3,106	85,000	SH	DEFINED
TRAVELERS COS INC	COM	89417E109	5,334	107,000	SH	DEFINED
UNION PAC CORP	COM	907818108	4,469	70,000	SH	DEFINED
UNITED PARCEL SVC INC	COM	911312106	7,910	138,000	SH	DEFINED
UNITED STS STL CORP NEW	COM	912909108	2,756	50,000	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	8,876	128,000	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	5,728	188,000	SH	DEFINED
UNUM GROUP	COM	91529Y106	878	45,000	SH	DEFINED
US BANCORP DEL	COM	902973304	5,980	266,000	SH	DEFINED
V F CORP	COM	918204108	1,465	20,000	SH	DEFINED
VALE SA	ADR	91912E105	4,787	165,000	SH	DEFINED
VALERO ENERGY CORP	COM	91913Y100	1,658	99,000	SH	DEFINED
VERISIGN INC	COM	92343E102	703	29,000	SH	DEFINED
VERIZON COMMUNICATIONS	COM	92343V104	14,113	426,000	SH	DEFINED
VIACOM INC NEW	COM	92553P201	2,583	87,000	SH	DEFINED
VISA INC	COM	92826C839	5,325	61,000	SH	DEFINED
VULCAN MATLS CO	COM	929160109	685	13,000	SH	DEFINED

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WAL MART STORES INC	COM	931142103	16,617	311,000	SH	DEFINED
WALGREEN CO	COM	931422109	5,062	138,000	SH	DEFINED
WASTE MGMT INC DEL	COM	94106L109	3,415	101,000	SH	DEFINED
WATERS CORP	COM	941848103	929	15,000	SH	DEFINED
WELLPOINT INC	COM	94973V107	4,656	80,000	SH	DEFINED
WELLS FARGO + CO	COM	949746101	16,703	620,000	SH	DEFINED
WESTERN UN CO	COM	959802109	1,922	102,000	SH	DEFINED
WEYERHAEUSER CO	COM	962166104	1,336	31,000	SH	DEFINED
WHIRLPOOL CORP	COM	963320106	887	11,000	SH	DEFINED
WILLIAMS COS INC	COM	969457100	2,464	117,000	SH	DEFINED
WINDSTREAM CORP	COM	97381W104	681	62,000	SH	DEFINED
WISCONSIN ENERGY CORP	COM	976657106	847	17,000	SH	DEFINED
XCEL ENERGY INC	COM	98389B100	1,358	64,000	SH	DEFINED
XEROX CORP	COM	984121103	2,194	260,000	SH	DEFINED
XILINX INC	COM	983919101	977	39,000	SH	DEFINED
XL CAPITAL LTD	COM	G98255105	1,832	100,000	SH	DEFINED
XTO ENERGY INC	COM	98385X106	5,579	120,000	SH	DEFINED
YAHOO INC	COM	984332106	4,531	270,000	SH	DEFINED
YUM BRANDS INC	COM	988498101	2,272	65,000	SH	DEFINED
ZIMMER HOLDINGS INC	COM	98956P102	3,072	52,000	SH	DEFINED
			1,617,474			