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BP PLC
Form 13F-HR
February 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: December 31, 2007

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 1 February 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: 395

 Form 13F Information Table Value Total: \$ 2,850,659

 (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, 2007

ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES /PRN AMT	SH/ PRN	INVESTMENT DISCRETION	MANAG
3M CO	COM	88579Y101	11468	136000	SH	DEFINED	01
ABBOTT LABS	COM	002824100	16115	287000	SH	DEFINED	01
ACE LTD	COM	G0070K103	4695	76000	SH	DEFINED	01
ADOBE SYS INC	COM	00724F101	4700	110000	SH	DEFINED	01
ADVANCED MICRO DEVICES INC	COM	007903107	750	100000	SH	DEFINED	01
AES CORP	COM	00130H105	2802	131000	SH	DEFINED	01
AETNA INC	COM	00817Y108	5658	98000	SH	DEFINED	01
AFLAC INC	COM	001055102	5511	88000	SH	DEFINED	01
AGILENT TECHNOLOGIES INC	COM	00846U101	2976	81000	SH	DEFINED	01
AIR PRODS + CHEMS INC	COM	009158106	5326	54000	SH	DEFINED	01
ALCOA INC	COM	013817101	6360	174000	SH	DEFINED	01
ALLEGHENY ENERGY INC	COM	017361106	3562	56000	SH	DEFINED	01
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	2851	33000	SH	DEFINED	01
ALLSTATE CORP	COM	020002101	5641	108000	SH	DEFINED	01
ALTERA CORP	COM	021441100	1468	76000	SH	DEFINED	01
ALTRIA GROUP INC	COM	02209S103	32499	430000	SH	DEFINED	01
AMAZON COM INC	COM	023135106	5280	57000	SH	DEFINED	01

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AMEREN CORP	COM	023608102	1843	34000	SH	DEFINED	01
AMERICA MOVIL S A DE C V	ADR	02364W204	18375	300000	SH	DEFINED	01
AMERICA MOVIL SAB DE CV	ADR	02364W105	7244	118000	SH	DEFINED	01
AMERICAN ELEC PWR INC	COM	025537101	4190	90000	SH	DEFINED	01
AMERICAN EXPRESS CO	COM	025816109	12173	234000	SH	DEFINED	01
AMERICAN INTL GROUP INC	COM	026874107	28392	487000	SH	DEFINED	01
AMERICAN TOWER CORP	COM	029912201	2939	69000	SH	DEFINED	01
AMERIPRISE FINL INC	COM	03076C106	1984	36000	SH	DEFINED	01
AMERISOURCEBERGEN CORP	COM	03073E105	1750	39000	SH	DEFINED	01
AMGEN INC	COM	031162100	9567	206000	SH	DEFINED	01
ANADARKO PETE CORP	COM	032511107	6241	95000	SH	DEFINED	01
ANALOG DEVICES INC	COM	032654105	1965	62000	SH	DEFINED	01
ANHEUSER BUSCH COS INC	COM	035229103	7380	141000	SH	DEFINED	01
AON CORP	COM	037389103	3863	81000	SH	DEFINED	01
APACHE CORP	COM	037411105	6775	63000	SH	DEFINED	01
APOLLO GROUP INC	COM	037604105	2385	34000	SH	DEFINED	01
APPLE INC	COM	037833100	30900	156000	SH	DEFINED	01
APPLERA CORP APPLIED BIOSYS	COM	038020103	1153	34000	SH	DEFINED	01
APPLIED MATERIALS INC	COM	038222105	5257	296000	SH	DEFINED	01
ARACRUZ CELULOSE S A	ADR	038496204	204	2750	SH	DEFINED	01
ARCH CAP GROUP LTD	COM	G0450A105	1618	23000	SH	DEFINED	01
ARCHER DANIELS MIDLAND CO	COM	039483102	7104	153000	SH	DEFINED	01
ASSURANT INC	COM	04621X108	1472	22000	SH	DEFINED	01
AT+T INC	COM	00206R102	50121	1206000	SH	DEFINED	01
AUTODESK INCORPORATED	COM	052769106	2737	55000	SH	DEFINED	01
AUTOMATIC DATA PROCESSING INC	COM	053015103	4587	103000	SH	DEFINED	01
AVON PRODS INC	COM	054303102	3162	80000	SH	DEFINED	01
BAKER HUGHES INC	COM	057224107	4623	57000	SH	DEFINED	01
BANCO BRADESCO SA	ADR	059460303	2240	70000	SH	DEFINED	01
BANCO ITAU S A	ADR	059602201	1293	50000	SH	DEFINED	01
BANK AMER CORP	COM	060505104	35360	857000	SH	DEFINED	01
BANK NEW YORK MELLON CORP	COM	064058100	11849	243000	SH	DEFINED	01
BARD C R INC	COM	067383109	2180	23000	SH	DEFINED	01
BAXTER INTL INC	COM	071813109	6269	108000	SH	DEFINED	01
BB+T CORP	COM	054937107	3159	103000	SH	DEFINED	01
BECTON DICKINSON + CO	COM	075887109	3761	45000	SH	DEFINED	01
BED BATH + BEYOND INC	COM	075896100	1470	50000	SH	DEFINED	01
BEST BUY CO INC	COM	086516101	3633	69000	SH	DEFINED	01
BIOGEN IDEC INC	COM	09062X103	3358	59000	SH	DEFINED	01
BJ SVCS CO	COM	055482103	1625	67000	SH	DEFINED	01
BLACK + DECKER CORPORATION	COM	091797100	905	13000	SH	DEFINED	01
BLOCK H + R INC	COM	093671105	1151	62000	SH	DEFINED	01
BMC SOFTWARE INC	COM	055921100	1426	40000	SH	DEFINED	01
BOEING CO	COM	097023105	14256	163000	SH	DEFINED	01
BRISTOL MYERS SQUIBB CO	COM	110122108	11271	425000	SH	DEFINED	01
BROADCOM CORP	COM	111320107	2170	83000	SH	DEFINED	01
BURLINGTON NORTHN SANTA FE	COM	12189T104	4744	57000	SH	DEFINED	01
CA INC	COM	12673P105	1946	78000	SH	DEFINED	01
CAPITAL ONE FINL CORP	COM	14040H105	3686	78000	SH	DEFINED	01
CARDINAL HEALTH INC	COM	14149Y108	4389	76000	SH	DEFINED	01
CATERPILLAR INC	COM	149123101	8925	123000	SH	DEFINED	01
CB RICHARD ELLIS GROUP INC	COM	12497T101	905	42000	SH	DEFINED	01
CELGENE CORP	COM	151020104	4482	97000	SH	DEFINED	01
CEMEX S.A.B DE C.C ADR	ADR	151290889	6730	260346	SH	DEFINED	01
CENTERPOINT ENERGY INC	COM	15189T107	1644	96000	SH	DEFINED	01
CENTEX CORP	COM	152312104	808	32000	SH	DEFINED	01
CHESAPEAKE ENERGY CORP	COM	165167107	3371	86000	SH	DEFINED	01
CHEVRON CORP	COM	166764100	37985	407000	SH	DEFINED	01
CHUBB CORP	COM	171232101	3984	73000	SH	DEFINED	01
CIGNA CORP	COM	125509109	3331	62000	SH	DEFINED	01
CINTAS CORP	COM	172908105	841	25000	SH	DEFINED	01
CISCO SYS INC	COM	17275R102	32186	1189000	SH	DEFINED	01

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CITADEL BROADCASTING CORP	COM	17285T106	119	58000	SH	DEFINED	01
CITIGROUP INC	COM	172967101	26790	910000	SH	DEFINED	01
CITIZENS COMMUNICATIONS CO	COM	17453B101	1133	89000	SH	DEFINED	01
CITRIX SYS INC	COM	177376100	1769	46531	SH	DEFINED	01
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	3452	100000	SH	DEFINED	01
CME GROUP INC	COM	12572Q105	7546	11000	SH	DEFINED	01
COACH INC	COM	189754104	2691	88000	SH	DEFINED	01
COCA COLA CO	COM	191216100	26450	431000	SH	DEFINED	01
COCA COLA ENTERPRISES INC	COM	191219104	1458	56000	SH	DEFINED	01
COGNIZANT TECHNOLOGY SOLUTIONS	COM	192446102	1935	57000	SH	DEFINED	01
COLGATE PALMOLIVE CO	COM	194162103	9589	123000	SH	DEFINED	01
COMCAST CORP NEW	COM	20030N101	10646	583000	SH	DEFINED	01
COMERICA INC	COM	200340107	1306	30000	SH	DEFINED	01
COMMERCE BANCORP INC N J	COM	200519106	1640	43000	SH	DEFINED	01
COMPANHIA DE BEBIDAS DAS AMERS	ADR	20441W203	923	13000	SH	DEFINED	01
COMPANHIA SIDERURGICA NATL	ADR	20440W105	976	10900	SH	DEFINED	01
COMPANHIA VALE DO RIO DOCE	ADR	204412209	6534	200000	SH	DEFINED	01
COMPUTER SCIENCES CORP	COM	205363104	1682	34000	SH	DEFINED	01
CONAGRA INC	COM	205887102	3021	127000	SH	DEFINED	01
CONOCOPHILLIPS	COM	20825C104	27373	310000	SH	DEFINED	01
CONSTELLATION ENERGY GROUP INC	COM	210371100	4819	47000	SH	DEFINED	01
CORNING INC	COM	219350105	6813	284000	SH	DEFINED	01
COSTCO WHSL CORP NEW	COM	22160K105	5441	78000	SH	DEFINED	01
COVENTRY HEALTH CARE INC	COM	222862104	3081	52000	SH	DEFINED	01
COVIDIEN LTD	COM	G2552X108	3986	90000	SH	DEFINED	01
CSX CORP	COM	126408103	3650	83000	SH	DEFINED	01
CUMMINS INC	COM	231021106	2675	21000	SH	DEFINED	01
CVS CAREMARK CORP	COM	126650100	12442	313000	SH	DEFINED	01
D R HORTON INC	COM	23331A109	817	62000	SH	DEFINED	01
DANAHER CORP	COM	235851102	4913	56000	SH	DEFINED	01
DEERE + CO	COM	244199105	8008	86000	SH	DEFINED	01
DELL INC	COM	24702R101	10417	425000	SH	DEFINED	01
DENISON MINES CORP	COM	248356107	270	30240	SH	DEFINED	01
DEVON ENERGY CORPORATION NEW	COM	25179M103	7468	84000	SH	DEFINED	01
DIRECTV GROUP INC	COM	25459L106	4254	184000	SH	DEFINED	01
DISNEY WALT CO	COM	254687106	12783	396000	SH	DEFINED	01
DOMINION RES INC VA NEW	COM	25746U109	3891	82000	SH	DEFINED	01
DONNELLEY R R + SONS CO	COM	257867101	1698	45000	SH	DEFINED	01
DOVER CORP	COM	260003108	1844	40000	SH	DEFINED	01
DOW CHEM CO	COM	260543103	7450	189000	SH	DEFINED	01
DTE ENERGY CO	COM	233331107	1495	34000	SH	DEFINED	01
DU PONT E I DE NEMOURS + CO	COM	263534109	7980	181000	SH	DEFINED	01
DUKE ENERGY HLDG CORP	COM	26441C105	4942	245000	SH	DEFINED	01
EASTMAN KODAK CO	COM	277461109	1137	52000	SH	DEFINED	01
EATON CORP	COM	278058102	2618	27000	SH	DEFINED	01
EBAY INC	COM	278642103	8331	251000	SH	DEFINED	01
ECOLAB INC	COM	278865100	3533	69000	SH	DEFINED	01
EDISON INTL	COM	281020107	4163	78000	SH	DEFINED	01
EL PASO CORP	COM	28336L109	3362	195000	SH	DEFINED	01
ELECTRONIC ARTS INC	COM	285512109	4264	73000	SH	DEFINED	01
ELECTRONIC DATA SYS CORP NEW	COM	285661104	1638	79000	SH	DEFINED	01
EMBARQ CORP	COM	29078E105	1981	40000	SH	DEFINED	01
EMBRAER EMPRESA BRASILEIRA DE	ADR	29081M102	456	10000	SH	DEFINED	01
EMC CORP	COM	268648102	8542	461000	SH	DEFINED	01
EMERSON ELEC CO	COM	291011104	9746	172000	SH	DEFINED	01
ENTERGY CORP NEW	COM	29364G103	4422	37000	SH	DEFINED	01
EOG RESOURCES INC	COM	26875P101	4730	53000	SH	DEFINED	01
EQUITY RESIDENTIAL	COM	29476L107	1896	52000	SH	DEFINED	01
EXELON CORP	COM	30161N101	12164	149000	SH	DEFINED	01
EXPRESS SCRIPTS INC	COM	302182100	4015	55000	SH	DEFINED	01
EXXON MOBIL CORP	COM	30231G102	101935	1088000	SH	DEFINED	01
FEDERAL HOME LN MTG CORP	COM	313400301	4216	123750	SH	DEFINED	01

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FEDERAL NATL MTG ASSN	COM	313586109	7196	180000	SH	DEFINED	01
FEDEX CORP	COM	31428X106	4994	56000	SH	DEFINED	01
FIFTH THIRD BANCORP	COM	316773100	2563	102000	SH	DEFINED	01
FIRST HORIZON NATL CORP	COM	320517105	635	35000	SH	DEFINED	01
FIRSTENERGY CORP	COM	337932107	4991	69000	SH	DEFINED	01
FISERV INC	COM	337738108	1831	33000	SH	DEFINED	01
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	880	73000	SH	DEFINED	01
FLUOR CORP NEW	COM	343412102	4663	32000	SH	DEFINED	01
FOMENTO ECONOMICO MEXICANO SAB	ADR	344419106	4248	111300	SH	DEFINED	01
FORD MTR CO DEL	COM	345370860	1952	290000	SH	DEFINED	01
FOREST LABS INC	COM	345838106	2223	61000	SH	DEFINED	01
FOSTER WHEELER LTD	COM	G36535139	1395	9000	SH	DEFINED	01
FPL GROUP INC	COM	302571104	6371	94000	SH	DEFINED	01
FRANKLIN RES INC	COM	354613101	4920	43000	SH	DEFINED	01
FREEMPORT MCMORAN COPPER + GOLD	COM	35671D857	7581	74000	SH	DEFINED	01
GANNETT INC	COM	364730101	1677	43000	SH	DEFINED	01
GAP INC	COM	364760108	2703	127000	SH	DEFINED	01
GENENTECH INC	COM	368710406	1274	19000	SH	DEFINED	01
GENERAL DYNAMICS CORP	COM	369550108	7742	87000	SH	DEFINED	01
GENERAL ELEC CO	COM	369604103	72361	1952000	SH	DEFINED	01
GENERAL MLS INC	COM	370334104	3648	64000	SH	DEFINED	01
GENERAL MTRS CORP	COM	370442105	2464	99000	SH	DEFINED	01
GENUINE PARTS CO	COM	372460105	1574	34000	SH	DEFINED	01
GENZYME CORP	COM	372917104	4169	56000	SH	DEFINED	01
GILEAD SCIENCES INC	COM	375558103	9202	200000	SH	DEFINED	01
GOLDMAN SACHS GROUP INC	COM	38141G104	16559	77000	SH	DEFINED	01
GOOGLE INC	COM	38259P508	28351	41000	SH	DEFINED	01
GRUPO TELEVISION SA DE CV	ADR	40049J206	3684	155000	SH	DEFINED	01
HALLIBURTON CO	COM	406216101	9440	249000	SH	DEFINED	01
HANSEN MEDICAL INC	COM	411307101	217	7251	SH	SOLE	01
HARLEY DAVIDSON INC	COM	412822108	2242	48000	SH	DEFINED	01
HARMAN INTL INDS INC NEW	COM	413086109	958	13000	SH	DEFINED	01
HARRAHS ENTMT INC	COM	413619107	3106	35000	SH	DEFINED	01
HARTFORD FINANCIAL SVCS GRP	COM	416515104	6016	69000	SH	DEFINED	01
HASBRO INC	COM	418056107	819	32000	SH	DEFINED	01
HEINZ H J CO	COM	423074103	3688	79000	SH	DEFINED	01
HELLENIC TELECOMMUNICATIONS	ADR	423325307	513	27778	SH	DEFINED	01
HERSHEY CO / THE	COM	427866108	1300	33000	SH	DEFINED	01
HESS CORP	COM	42809H107	6959	69000	SH	DEFINED	01
HEWLETT PACKARD CO	COM	428236103	26048	516000	SH	DEFINED	01
HOME DEPOT INC	COM	437076102	10911	405000	SH	DEFINED	01
HONEYWELL INTL INC	COM	438516106	10344	168000	SH	DEFINED	01
HOSPIRA INC	COM	441060100	1194	28000	SH	DEFINED	01
HUMANA INC	COM	444859102	2485	33000	SH	DEFINED	01
IAC INTERACTIVECORP	COM	44919P300	1508	56000	SH	DEFINED	01
ILLINOIS TOOL WKS INC	COM	452308109	5729	107000	SH	DEFINED	01
INGERSOLL RAND COMPANY LIMITED	COM	G4776G101	3346	72000	SH	DEFINED	01
INTEL CORP	COM	458140100	32152	1206000	SH	DEFINED	01
INTERCONTINENTAL EXCHANGE INC	COM	45865V100	244111	1268111	SH	SOLE	01
INTERNATIONAL BUSINESS MACHS	COM	459200101	30592	283000	SH	DEFINED	01
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	2855	65000	SH	DEFINED	01
INTERNATIONAL PAPER CO	COM	460146103	2752	85000	SH	DEFINED	01
INTUIT	COM	461202103	2149	68000	SH	DEFINED	01
IONA TECHNOLOGIES PLC	ADR	46206P109	212	65000	SH	DEFINED	01
ISHARES TR	COM	464287564	16252	207000	SH	DEFINED	01
ITT CORP NEW	COM	450911102	4028	61000	SH	DEFINED	01
JABIL CIRCUIT INC	COM	466313103	687	45000	SH	DEFINED	01
JDS UNIPHASE CORP	COM	46612J507	519	39000	SH	DEFINED	01
JOHNSON + JOHNSON	COM	478160104	39420	591000	SH	DEFINED	01
JOHNSON CTLS INC	COM	478366107	4649	129000	SH	DEFINED	01
JOY GLOBAL INC	COM	481165108	1514	23000	SH	DEFINED	01
JPMORGAN CHASE + CO	COM	46625H100	29,289	671000	SH	DEFINED	01

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JUNIPER NETWORKS INC	COM	48203R104	3320	100000	SH	DEFINED	01
KB HOME	COM	48666K109	367	17000	SH	DEFINED	01
KELLOGG CO	COM	487836108	2412	46000	SH	DEFINED	01
KEYCORP NEW	COM	493267108	1829	78000	SH	DEFINED	01
KIMBERLY CLARK CORP	COM	494368103	5686	82000	SH	DEFINED	01
KLA TENCOR CORP	COM	482480100	1734	36000	SH	DEFINED	01
KOHL'S CORP	COM	500255104	3023	66000	SH	DEFINED	01
KRAFT FOODS INC	COM	50075N104	9202	282000	SH	DEFINED	01
KROGER CO	COM	501044101	3552	133000	SH	DEFINED	01
L 3 COMMUNICATIONS HLDG CORP	COM	502424104	3708	35000	SH	DEFINED	01
LEGG MASON INC	COM	524901105	2121	29000	SH	DEFINED	01
LEHMAN BROTHERS HLDGS INC	COM	524908100	6740	103000	SH	DEFINED	01
LEXMARK INTL INC	COM	529771107	662	19000	SH	DEFINED	01
LG PHILIPS LCD CO LTD	ADR	50186V102	4547	175000	SH	DEFINED	01
LIBERTY MEDIA CORP NEW	COM	53071M302	1048	9000	SH	DEFINED	01
LILLY ELI + CO	COM	532457108	9984	187000	SH	DEFINED	01
LIMITED BRANDS INC	COM	532716107	1268	67000	SH	DEFINED	01
LINCOLN NATL CORP IN	COM	534187109	4367	75000	SH	DEFINED	01
LINEAR TECHNOLOGY CORP	COM	535678106	1910	60000	SH	DEFINED	01
LOCKHEED MARTIN CORP	COM	539830109	8316	79000	SH	DEFINED	01
LOEWS CORP	COM	540424108	6293	125000	SH	DEFINED	01
LOWES COS INC	COM	548661107	6447	285000	SH	DEFINED	01
M + T BK CORP	COM	55261F104	1224	15000	SH	DEFINED	01
MACYS INC	COM	55616P104	3079	119000	SH	DEFINED	01
MARATHON OIL CORP	COM	565849106	10346	170000	SH	DEFINED	01
MARRIOTT INTL INC NEW	COM	571903202	2734	80000	SH	DEFINED	01
MARSH + MCLENNAN COS INC	COM	571748102	3176	120000	SH	DEFINED	01
MARSHALL + ILSLEY CORP NEW	COM	571837103	1801	68000	SH	DEFINED	01
MASCO CORP	COM	574599106	1599	74000	SH	DEFINED	01
MATTEL INC	COM	577081102	1504	79000	SH	DEFINED	01
MBIA INC	COM	55262C100	615	33000	SH	DEFINED	01
MCDONALDS CORP	COM	580135101	14728	250000	SH	DEFINED	01
MCGRAW HILL COS INC	COM	580645109	2804	64000	SH	DEFINED	01
MCKESSON CORP	COM	58155Q103	3931	60000	SH	DEFINED	01
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	6084	60000	SH	DEFINED	01
MEDTRONIC INC	COM	585055106	10657	212000	SH	DEFINED	01
MEMC ELECTR MATLS INC	COM	552715104	5486	62000	SH	DEFINED	01
MERCK + CO INC	COM	589331107	27287	469579	SH	DEFINED	01
MERRILL LYNCH + CO INC	COM	590188108	9823	183000	SH	DEFINED	01
METLIFE INC	COM	59156R108	9058	147000	SH	DEFINED	01
METROPCS COMMUNICATIONS INC	COM	591708102	49126	2525739	SH	SOLE	
MICRON TECHNOLOGY INC	COM	595112103	1200	165500	SH	DEFINED	01
MICROSOFT CORP	COM	594918104	56426	1585000	SH	DEFINED	01
MOLEX INC	COM	608554101	846	31000	SH	DEFINED	01
MONSANTO CO NEW	COM	61166W101	13068	117000	SH	DEFINED	01
MONSTER WORLDWIDE INC	COM	611742107	778	24000	SH	DEFINED	01
MORGAN STANLEY	COM	617446448	12003	226000	SH	DEFINED	01
MOTOROLA INC	COM	620076109	7186	448000	SH	DEFINED	01
NATIONAL CITY CORP	COM	635405103	1613	98000	SH	DEFINED	01
NATIONAL OILWELL VARCO INC	COM	637071101	5069	69000	SH	DEFINED	01
NATIONAL SEMICONDUCTOR CORP	COM	637640103	1268	56000	SH	DEFINED	01
NETWORK APPLIANCE INC	COM	64120L104	1797	72000	SH	DEFINED	01
NEWELL RUBBERMAID INC	COM	651229106	1346	52000	SH	DEFINED	01
NEWMONT MNG CORP	COM	651639106	6201	127000	SH	DEFINED	01
NEWS CORP	COM	65248E203	10030	472000	SH	DEFINED	01
NIKE INC	COM	654106103	5846	91000	SH	DEFINED	01
NOBLE CORPORATION	COM	665422100	3391	60000	SH	DEFINED	01
NORDSTROM INC	COM	655664100	1726	47000	SH	DEFINED	01
NORFOLK SOUTHN CORP	COM	655844108	3783	75000	SH	DEFINED	01
NORTHERN TRUST CORP	COM	665859104	3906	51000	SH	DEFINED	01
NORTHROP GRUMMAN CORP	COM	666807102	5033	64000	SH	DEFINED	01
NOVELL INC	COM	670006105	426	62000	SH	DEFINED	01

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NOVELLUS SYS INC	COM	670008101	607	22000	SH	DEFINED	01
NUCOR CORP	COM	670346105	3968	67000	SH	DEFINED	01
NVIDIA CORP	COM	670666104	3606	106000	SH	DEFINED	01
NYSE EURONEXT	COM	629491101	4476	51000	SH	DEFINED	01
OCCIDENTAL PETE CORP	COM	674599105	14551	189000	SH	DEFINED	01
OMNICOM GROUP	COM	681919106	3327	70000	SH	DEFINED	01
ORACLE CORP	COM	68389X105	18154	804000	SH	DEFINED	01
ORBOTECH LTD	COM	M75253100	554	31590	SH	DEFINED	01
PACCAR INC	COM	693718108	3923	72000	SH	DEFINED	01
PARKER HANNIFIN CORP	COM	701094104	2561	34000	SH	DEFINED	01
PAYCHEX INC	COM	704326107	2391	66000	SH	DEFINED	01
PEABODY ENERGY CORP	COM	704549104	4623	75000	SH	DEFINED	01
PENNEY J C INC	COM	708160106	2331	53000	SH	DEFINED	01
PEPSI BOTTLING GROUP INC	COM	713409100	1539	39000	SH	DEFINED	01
PEPSICO INC	COM	713448108	23833	314000	SH	DEFINED	01
PETROLEO BRASILEIRO SA	ADR	71654V408	10372	90000	SH	DEFINED	01
PFIZER INC	COM	717081103	29390	1293000	SH	DEFINED	01
PG+E CORP	COM	69331C108	2758	64000	SH	DEFINED	01
PHOENIX COMPANIES	COM	71902E109	1209	101817	SH	SOLE	
PITNEY BOWES INC	COM	724479100	1636	43000	SH	DEFINED	01
PNC FINL SVCS GROUP INC	COM	693475105	5515	84000	SH	DEFINED	01
PPG INDS INC	COM	693506107	2247	32000	SH	DEFINED	01
PPL CORP	COM	69351T106	3594	69000	SH	DEFINED	01
PRAXAIR INC	COM	74005P104	6653	75000	SH	DEFINED	01
PRINCIPAL FINANCIAL GROUP	COM	74251V102	5301	77000	SH	DEFINED	01
PROCTER AND GAMBLE CO	COM	742718109	45520	620000	SH	DEFINED	01
PROGRESS ENERGY INC	COM	743263105	2422	50000	SH	DEFINED	01
PROGRESSIVE CORP OHIO	COM	743315103	2644	138000	SH	DEFINED	01
PRUDENTIAL FINL INC	COM	744320102	8094	87000	SH	DEFINED	01
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	4716	48000	SH	DEFINED	01
PULTE HOMES INC	COM	745867101	432	41000	SH	DEFINED	01
QUALCOMM INC	COM	747525103	11530	293000	SH	DEFINED	01
QUEST DIAGNOSTICS INC	COM	74834L100	1904	36000	SH	DEFINED	01
QUESTAR CORP	COM	748356102	2218	41000	SH	DEFINED	01
RAYTHEON CO	COM	755111507	6191	102000	SH	DEFINED	01
ROBERT HALF INTL INC	COM	770323103	892	33000	SH	DEFINED	01
ROCKWELL AUTOMATION INC	COM	773903109	2138	31000	SH	DEFINED	01
ROCKWELL COLLINS INC	COM	774341101	2231	31000	SH	DEFINED	01
ROHM + HAAS CO	COM	775371107	1964	37000	SH	DEFINED	01
SAFECO CORP	COM	786429100	1114	20000	SH	DEFINED	01
SAFeway INC	COM	786514208	2737	80000	SH	DEFINED	01
SANDISK CORP	COM	80004C101	1095	33000	SH	DEFINED	01
SARA LEE CORP	COM	803111103	2329	145000	SH	DEFINED	01
SCHERING PLOUGH CORP	COM	806605101	8258	310000	SH	DEFINED	01
SCHLUMBERGER LTD	COM	806857108	24199	246000	SH	DEFINED	01
SEACOR HLDGS INC	COM	811904101	286	3084	SH	SOLE	
SEARS HLDGS CORP	COM	812350106	1633	16000	SH	DEFINED	01
SEMPRA ENERGY	COM	816851109	3218	52000	SH	DEFINED	01
SIGMA ALDRICH	COM	826552101	1420	26000	SH	DEFINED	01
SIMON PPTY GROUP INC NEW	COM	828806109	3735	43000	SH	DEFINED	01
SLM CORP	COM	78442P106	1631	81000	SH	DEFINED	01
SMITH INTL INC	COM	832110100	2806	38000	SH	DEFINED	01
SOHU COM INC	COM	83408W103	21808	400000	SH	DEFINED	01
SOUTHERN CO	COM	842587107	6045	156000	SH	DEFINED	01
SOUTHWEST AIRLS CO	COM	844741108	1830	150000	SH	DEFINED	01
SOVEREIGN BANCORP INC	COM	845905108	1117	98000	SH	DEFINED	01
SPECTRA ENERGY CORP	COM	847560109	2995	116000	SH	DEFINED	01
SPRINT NEXTEL CORP	COM	852061100	7011	534000	SH	DEFINED	01
ST JUDE MED INC	COM	790849103	3617	89000	SH	DEFINED	01
STANLEY WORKS	COM	854616109	727	15000	SH	DEFINED	01
STAPLES INC	COM	855030102	3045	132000	SH	DEFINED	01
STARBUCKS CORP	COM	855244109	2927	143000	SH	DEFINED	01

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STARWOOD HOTELS + RESORTS INC	COM	85590A401	2069	47000	SH	DEFINED	01
STATE STREET CORPORATION	COM	857477103	7227	89000	SH	DEFINED	01
STRYKER CORP	COM	863667101	3960	53000	SH	DEFINED	01
SUN MICROSYSTEMS INC	COM	866810203	3173	175000	SH	DEFINED	01
SUNTRUST BKS INC	COM	867914103	4249	68000	SH	DEFINED	01
SUPERVALU INC	COM	868536103	1576	42000	SH	DEFINED	01
SYMANTEC CORP	COM	871503108	2776	172000	SH	DEFINED	01
SYNOVUS FINL CORP	COM	87161C105	1902	79000	SH	DEFINED	01
SYSCO CORP	COM	871829107	2965	95000	SH	DEFINED	01
TAIWAN GTR CHINA FD	COM	874037104	615	85096	SH	DEFINED	01
TARGET CORP	COM	87612E106	8100	162000	SH	DEFINED	01
TELE NORTE LESTE PARTICIPACOES	ADR	879246106	299	15500	SH	DEFINED	01
TELEFONOS DE MEXICO S A	ADR	879403780	4273	116000	SH	DEFINED	01
TELEFONOS DE MEXICO S A	ADR	879403707	3508	95000	SH	DEFINED	01
TELLABS INC	COM	879664100	654	100000	SH	DEFINED	01
TEMPLE INLAND INC	COM	879868107	438	21000	SH	DEFINED	01
TENET HEALTHCARE CORP	COM	88033G100	437	86000	SH	DEFINED	01
TERADYNE INC	COM	880770102	372	36000	SH	DEFINED	01
TEXAS INSTRS INC	COM	882508104	9018	270000	SH	DEFINED	01
TEXTRON INC	COM	883203101	4777	67000	SH	DEFINED	01
THERMO FISHER SCIENTIFIC INC	COM	883556102	5941	103000	SH	DEFINED	01
TIFFANY + CO NEW	COM	886547108	1197	26000	SH	DEFINED	01
TIME WARNER INC NEW	COM	887317105	11656	706000	SH	DEFINED	01
TJX COS INC NEW	COM	872540109	3160	110000	SH	DEFINED	01
TRANE INC	COM	892893108	1448	31000	SH	DEFINED	01
TRANSOCEAN INC NEW	COM	G90073100	8589	60000	SH	DEFINED	01
TRAVELERS COS INC	COM	89417E109	6725	125000	SH	DEFINED	01
TURKCELL ILETISIM HIZMETLERI A	ADR	900111204	3308	120000	SH	DEFINED	01
TYCO ELECTRONICS LTD	COM	G9144P105	3602	97000	SH	DEFINED	01
TYCO INTERNATIONAL LTD BERMUDA	COM	G9143X208	3569	90000	SH	DEFINED	01
UNION PAC CORP	COM	907818108	5904	47000	SH	DEFINED	01
UNITED PARCEL SVC INC	COM	911312106	14003	198000	SH	DEFINED	01
UNITED STS STL CORP NEW	COM	912909108	2660	22000	SH	DEFINED	01
UNITED TECHNOLOGIES CORP	COM	913017109	15614	204000	SH	DEFINED	01
UNITEDHEALTH GROUP INC	COM	91324P102	14725	253000	SH	DEFINED	01
UNUM GROUP	COM	91529Y106	3283	138000	SH	DEFINED	01
US BANCORP DEL	COM	902973304	10411	328000	SH	DEFINED	01
VALERO ENERGY CORP	COM	91913Y100	10014	143000	SH	DEFINED	01
VERISIGN INC	COM	92343E102	1692	45000	SH	DEFINED	01
VERIZON COMMUNICATIONS	COM	92343V104	25821	591000	SH	DEFINED	01
VIACOM INC NEW	COM	92553P201	5666	129000	SH	DEFINED	01
VULCAN MATLS CO	COM	929160109	1265	16000	SH	DEFINED	01
WACHOVIA CORP 2ND NEW	COM	929903102	13872	364770	SH	DEFINED	01
WAL MART STORES INC	COM	931142103	21816	459000	SH	DEFINED	01
WALGREEN CO	COM	931422109	6969	183000	SH	DEFINED	01
WASTE MGMT INC DEL	COM	94106L109	3267	100000	SH	DEFINED	01
WEATHERFORD INTERNATIONAL LTD	COM	G95089101	4459	65000	SH	DEFINED	01
WELLPOINT INC	COM	94973V107	11931	136000	SH	DEFINED	01
WELLS FARGO + CO NEW	COM	949746101	18506	613000	SH	DEFINED	01
WENDYS INTL INC	COM	950590109	801	31000	SH	DEFINED	01
WESTERN UN CO	COM	959802109	3982	164000	SH	DEFINED	01
WEYERHAEUSER CO	COM	962166104	2950	40000	SH	DEFINED	01
WHIRLPOOL CORP	COM	963320106	1143	14000	SH	DEFINED	01
WHOLE FOODS MKT INC	COM	966837106	1142	28000	SH	DEFINED	01
WILLIAMS COS INC	COM	969457100	4258	119000	SH	DEFINED	01
WINDSTREAM CORP	COM	97381W104	1055	81000	SH	DEFINED	01
WRIGLEY WM JR CO	COM	982526105	2693	46000	SH	DEFINED	01
WYETH	COM	983024100	11224	254000	SH	DEFINED	01
WYNDHAM WORLDWIDE CORP	COM	98310W108	895	38000	SH	DEFINED	01
XCEL ENERGY INC	COM	98389B100	1557	69000	SH	DEFINED	01
XEROX CORP	COM	984121103	2817	174000	SH	DEFINED	01
XILINX INC	COM	983919101	1247	57000	SH	DEFINED	01

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XL CAPITAL LTD	COM	G98255105	1711	34000	SH	DEFINED	01
XTO ENERGY INC	COM	98385X106	4622	90000	SH	DEFINED	01
YAHOO INC	COM	984332106	5559	239000	SH	DEFINED	01
YUM BRANDS INC	COM	988498101	3827	100000	SH	DEFINED	01
ZIMMER HOLDINGS INC	COM	98956P102	4167	63000	SH	DEFINED	01
ZIONS BANCORP	COM	989701107	1237	26500	SH	DEFINED	01

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