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BP PLC
Form 13F-HR
July 24, 2012

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2012

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: Brian Gilvary
Title: Chief Financial Officer
Phone: 020 7496 5388

Signature, Place, and Date of Signing:

| | | |
|-------------------|--------------|---------------|
| /s/ Brian Gilvary | London, UK | July 24, 2012 |
| ----- | ----- | ----- |
| [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: 171

Form 13F Information Table Value Total: \$ 1,479,182

(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
June 30, 2012

| ISSUER | TITLE OF CLASS | CUSIP | MARKET VALUE (USD 000) | SHARES /PRN AMT | SH/ PRN | INVESTMENT DISCRETION | MANAGERS |
|---------------------------|----------------------|-----------|-------------------------------|--------------------|------------|--------------------------|----------|
| 3M CO | COM | 88579Y101 | 8,600 | 96,000SH | DEFINED | 01 | |
| ABBOTT LABORATORIES | COM | 002824100 | 19,335 | 300,000SH | DEFINED | 01 | |
| AGILENT TECHNOLOGIES INC | COM | 00846U101 | 4,314 | 110,000SH | DEFINED | 01 | |
| AIRGAS INC | COM | 009363102 | 4,201 | 50,000SH | DEFINED | 01 | |
| ALLERGAN INC | COM | 018490102 | 9,253 | 100,000SH | DEFINED | 01 | |
| ALTRIA GROUP INC | COM | 02209S103 | 14,861 | 430,000SH | DEFINED | 01 | |
| AMAZON.COM INC | COM | 023135106 | 4,567 | 20,000SH | DEFINED | 01 | |
| AMERICA MOVIL ADR SERIES | ADR | 02364W204 | 15,582 | 600,000SH | DEFINED | 01 | |
| AMERICA MOVIL ADR SERIES | ADR | 02364W105 | 5,276 | 202,448SH | DEFINED | 01 | |
| AMERICAN EXPRESS CO | COM | 025816109 | 8,148 | 140,000SH | DEFINED | 01 | |
| AMERICAN INTERNATIONAL GR | COM | 026874784 | 7,378 | 230,000SH | DEFINED | 01 | |
| AMERICAN TOWER CORP | COM | 03027X100 | 5,592 | 80,000SH | DEFINED | 01 | |
| AMERISOURCEBERGEN CORP | COM | 03073E105 | 3,933 | 100,000SH | DEFINED | 01 | |
| AMGEN INC | COM | 031162100 | 13,145 | 180,000SH | DEFINED | 01 | |
| AMPHENOL CORP CL A | COM | 032095101 | 3,515 | 64,000SH | DEFINED | 01 | |
| ANADARKO PETROLEUM CORP | COM | 032511107 | 4,370 | 66,000SH | DEFINED | 01 | |
| APACHE CORP | COM | 037411105 | 4,395 | 50,000SH | DEFINED | 01 | |

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|-----------------------------|-----|-----------|--------|-------------|---------|----|
| APPLE INC | COM | 037833100 | 64,239 | 110,000SH | DEFINED | 01 |
| ARCH CAPITAL GROUP LTD | COM | G0450A105 | 2,377 | 60,000SH | DEFINED | 01 |
| ARTHUR J GALLAGHER + CO | COM | 363576109 | 3,508 | 100,000SH | DEFINED | 01 |
| ASIAINFO LINKAGE INC | COM | 04518A104 | 4,594 | 390,000SH | DEFINED | 01 |
| AT+T INC | COM | 00206R102 | 29,233 | 820,000SH | DEFINED | 01 |
| AUTOMATIC DATA PROCESSING | COM | 053015103 | 4,675 | 84,000SH | DEFINED | 01 |
| AUTOZONE INC | COM | 053332102 | 5,498 | 15,000SH | DEFINED | 01 |
| BANCO BRADESCO ADR | ADR | 059460303 | 1,887 | 127,050SH | DEFINED | 01 |
| BANK OF AMERICA CORP | COM | 060505104 | 7,762 | 950,000SH | DEFINED | 01 |
| BANK OF NEW YORK MELLON C | COM | 064058100 | 6,146 | 280,000SH | DEFINED | 01 |
| BERKSHIRE HATHAWAY INC CL | COM | 084670702 | 19,161 | 230,000SH | DEFINED | 01 |
| BOEING CO/THE | COM | 097023105 | 8,323 | 112,000SH | DEFINED | 01 |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 8,985 | 250,000SH | DEFINED | 01 |
| CARDINAL HEALTH INC | COM | 14149Y108 | 6,089 | 145,000SH | DEFINED | 01 |
| CARNIVAL CORP | COM | 143658300 | 6,167 | 180,000SH | DEFINED | 01 |
| CBS CORP CLASS B NON VOTI | COM | 124857202 | 3,277 | 100,000SH | DEFINED | 01 |
| CELGENE CORP | COM | 151020104 | 2,053 | 32,000SH | DEFINED | 01 |
| CEMEX SAB SPONS ADR PART | ADR | 151290889 | 2,121 | 315,612SH | DEFINED | 01 |
| CENTURYLINK INC | COM | 156700106 | 7,896 | 200,000SH | DEFINED | 01 |
| CHEVRON CORP | COM | 166764100 | 31,108 | 295,000SH | DEFINED | 01 |
| CIA SIDERURGICA NACL SP A | ADR | 20440W105 | 371 | 65,400SH | DEFINED | 01 |
| CISCO SYSTEMS INC | COM | 17275R102 | 11,154 | 650,000SH | DEFINED | 01 |
| CITIGROUP INC | COM | 172967424 | 10,481 | 382,660SH | DEFINED | 01 |
| CITRIX SYSTEMS INC | COM | 177376100 | 5,036 | 60,000SH | DEFINED | 01 |
| CME Group Inc. | COM | 12572Q105 | 2,145 | 8,000SH | SOLE | |
| COCA COLA CO/THE | COM | 191216100 | 23,845 | 305,000SH | DEFINED | 01 |
| COLGATE PALMOLIVE CO | COM | 194162103 | 3,125 | 30,000SH | DEFINED | 01 |
| COMCAST CORP CLASS A | COM | 20030N101 | 11,506 | 360,000SH | DEFINED | 01 |
| COMPANHIA DE BEBIDAS PRF | ADR | 20441W203 | 2,490 | 65,000SH | DEFINED | 01 |
| CONAGRA FOODS INC | COM | 205887102 | 2,591 | 100,000SH | DEFINED | 01 |
| CONOCOPHILLIPS | COM | 20825C104 | 11,174 | 200,000SH | DEFINED | 01 |
| CORNING INC | COM | 219350105 | 3,879 | 300,000SH | DEFINED | 01 |
| COSTCO WHOLESALE CORP | COM | 22160K105 | 11,399 | 120,000SH | DEFINED | 01 |
| COVIDIEN PLC | COM | G2554F113 | 6,419 | 120,000SH | DEFINED | 01 |
| CSX CORP | COM | 126408103 | 3,351 | 150,000SH | DEFINED | 01 |
| CTRIIP.COM INTERNATIONAL A | ADR | 22943F100 | 2,257 | 135,000SH | DEFINED | 01 |
| CVS CAREMARK CORP | COM | 126650100 | 11,683 | 250,000SH | DEFINED | 01 |
| DANAHER CORP | COM | 235851102 | 2,603 | 50,000SH | DEFINED | 01 |
| DEVON ENERGY CORPORATION | COM | 25179M103 | 2,900 | 50,000SH | DEFINED | 01 |
| DOMINION RESOURCES INC/VA | COM | 25746U109 | 12,146 | 225,000SH | DEFINED | 01 |
| DOW CHEMICAL CO/THE | COM | 260543103 | 4,755 | 151,000SH | DEFINED | 01 |
| DU PONT (E.I.) DE NEMOURS | COM | 263534109 | 9,352 | 185,000SH | DEFINED | 01 |
| DUKE ENERGY CORP | COM | 26441C105 | 8,075 | 350,000SH | DEFINED | 01 |
| EBAY INC | COM | 278642103 | 6,302 | 150,000SH | DEFINED | 01 |
| ECOLAB INC | COM | 278865100 | 6,167 | 90,000SH | DEFINED | 01 |
| ELI LILLY + CO | COM | 532457108 | 10,725 | 250,000SH | DEFINED | 01 |
| EMBRAER SA ADR | ADR | 29082A107 | 265 | 10,000SH | DEFINED | 01 |
| ENTERGY CORP | COM | 29364G103 | 5,770 | 85,000SH | DEFINED | 01 |
| EXELON CORP | COM | 30161N101 | 9,969 | 265,000SH | DEFINED | 01 |
| EXPRESS SCRIPTS HOLDING C | COM | 30219G108 | 4,521 | 81,000SH | DEFINED | 01 |
| EXXON MOBIL CORP | COM | 30231G102 | 51,354 | 600,000SH | DEFINED | 01 |
| FISERV INC | COM | 337738108 | 3,250 | 45,000SH | DEFINED | 01 |
| FOMENTO ECONOMICO MEX SP | ADR | 344419106 | 9,928 | 111,300SH | DEFINED | 01 |
| FORD MOTOR CO | COM | 345370860 | 7,664 | 800,000SH | DEFINED | 01 |
| GENERAL DYNAMICS CORP | COM | 369550108 | 6,066 | 92,000SH | DEFINED | 01 |
| GENERAL ELECTRIC CO | COM | 369604103 | 33,312 | 1,600,000SH | DEFINED | 01 |
| GILEAD SCIENCES INC | COM | 375558103 | 9,229 | 180,000SH | DEFINED | 01 |
| GOLDMAN SACHS GROUP INC | COM | 38141G104 | 5,266 | 55,000SH | DEFINED | 01 |
| GOODRICH CORP | COM | 382388106 | 6,343 | 50,000SH | DEFINED | 01 |
| GOOGLE INC CL A | COM | 38259P508 | 23,292 | 40,155SH | DEFINED | 01 |
| GRUPO TELEVISIVA SA SPON AD | ADR | 40049J206 | 3,328 | 155,000SH | DEFINED | 01 |
| HALLIBURTON CO | COM | 406216101 | 5,824 | 205,000SH | DEFINED | 01 |

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|---------------------------|-----|-----------|--------|-------------|---------|----|
| HARTFORD FINANCIAL SVCS G | COM | 416515104 | 3,524 | 200,000SH | DEFINED | 01 |
| HEWLETT PACKARD CO | COM | 428236103 | 5,364 | 267,000SH | DEFINED | 01 |
| HILLSHIRE BRANDS CO | COM | 432589109 | 1,738 | 60,000SH | DEFINED | 01 |
| HONEYWELL INTERNATIONAL I | COM | 438516106 | 5,026 | 90,000SH | DEFINED | 01 |
| INTEL CORP | COM | 458140100 | 19,314 | 725,000SH | DEFINED | 01 |
| INTL BUSINESS MACHINES CO | COM | 459200101 | 25,411 | 130,000SH | DEFINED | 01 |
| INTUITIVE SURGICAL INC | COM | 46120E602 | 2,492 | 4,500SH | DEFINED | 01 |
| ITAU UNIBANCO HLDNG PREF | ADR | 465562106 | 956 | 68,750SH | DEFINED | 01 |
| JDS UNIPHASE CORP | COM | 46612J507 | 3,297 | 300,000SH | DEFINED | 01 |
| JOHNSON + JOHNSON | COM | 478160104 | 26,880 | 397,815SH | DEFINED | 01 |
| JPMORGAN CHASE + CO | COM | 46625H100 | 14,292 | 400,000SH | DEFINED | 01 |
| KINDER MORGAN INC | COM | 49456B101 | 4,087 | 126,930SH | DEFINED | 01 |
| KINDER MORGAN INC WTS | COM | 49456B119 | 409 | 192,000SH | DEFINED | 01 |
| KRAFT FOODS INC CLASS A | COM | 50075N104 | 7,876 | 204,000SH | DEFINED | 01 |
| LG DISPLAY CO LTD ADR | ADR | 50186V102 | 1,652 | 175,000SH | DEFINED | 01 |
| LOWE S COS INC | COM | 548661107 | 7,108 | 250,000SH | DEFINED | 01 |
| LyondellBasell Industries | COM | N53745100 | 449 | 11,153SH | SOLE | |
| M + T BANK CORP | COM | 55261F104 | 7,427 | 90,000SH | DEFINED | 01 |
| MARRIOTT INTERNATIONAL CL | COM | 571903202 | 4,507 | 115,000SH | DEFINED | 01 |
| MARSH + MCLENNAN COS | COM | 571748102 | 8,055 | 250,000SH | DEFINED | 01 |
| MASCO CORP | COM | 574599106 | 3,740 | 270,000SH | DEFINED | 01 |
| MASTERCARD INC CLASS A | COM | 57636Q104 | 5,591 | 13,000SH | DEFINED | 01 |
| MCDONALD S CORP | COM | 580135101 | 14,162 | 160,000SH | DEFINED | 01 |
| MCKESSON CORP | COM | 58155Q103 | 3,281 | 35,000SH | DEFINED | 01 |
| MEDTRONIC INC | COM | 585055106 | 5,614 | 145,000SH | DEFINED | 01 |
| MELCO CROWN ENTERTAINME A | ADR | 585464100 | 8,057 | 700,000SH | DEFINED | 01 |
| MERCK + CO. INC. | COM | 58933Y105 | 20,870 | 500,000SH | DEFINED | 01 |
| METLIFE INC | COM | 59156R108 | 5,555 | 180,000SH | DEFINED | 01 |
| MICRON TECHNOLOGY INC | COM | 595112103 | 5,347 | 850,000SH | DEFINED | 01 |
| MICROSOFT CORP | COM | 594918104 | 32,109 | 1,050,000SH | DEFINED | 01 |
| MONSANTO CO | COM | 61166W101 | 4,966 | 60,000SH | DEFINED | 01 |
| MORGAN STANLEY | COM | 617446448 | 2,770 | 190,000SH | DEFINED | 01 |
| NASDAQ OMX GROUP/THE | COM | 631103108 | 4,307 | 190,000SH | DEFINED | 01 |
| NEW ORIENTAL EDUCATIO SP | ADR | 647581107 | 7,065 | 288,000SH | DEFINED | 01 |
| NEWMONT MINING CORP | COM | 651639106 | 6,789 | 140,000SH | DEFINED | 01 |
| NEWS CORP CL A | COM | 65248E104 | 5,570 | 250,000SH | DEFINED | 01 |
| NEWS CORP CLASS B | COM | 65248E203 | 2,699 | 120,000SH | DEFINED | 01 |
| NORFOLK SOUTHERN CORP | COM | 655844108 | 7,175 | 100,000SH | DEFINED | 01 |
| NORTHERN TRUST CORP | COM | 665859104 | 4,600 | 100,000SH | DEFINED | 01 |
| NYSE EURONEXT | COM | 629491101 | 6,395 | 250,000SH | DEFINED | 01 |
| OCCIDENTAL PETROLEUM CORP | COM | 674599105 | 9,348 | 109,000SH | DEFINED | 01 |
| OI SA ADR | ADR | 670851203 | 1,136 | 92,022SH | DEFINED | 01 |
| OI SA ADR | ADR | 670851104 | 127 | 26,930SH | DEFINED | 01 |
| ORACLE CORP | COM | 68389X105 | 11,880 | 400,000SH | DEFINED | 01 |
| P G + E CORP | COM | 69331C108 | 2,716 | 60,000SH | DEFINED | 01 |
| PAYCHEX INC | COM | 704326107 | 6,280 | 200,000SH | DEFINED | 01 |
| PEPSICO INC | COM | 713448108 | 16,956 | 240,000SH | DEFINED | 01 |
| PETROLEO BRASILEIRO S.A. | ADR | 71654V408 | 1,688 | 90,000SH | DEFINED | 01 |
| PETROLEO BRASILEIRO SPON | ADR | 71654V101 | 2,725 | 150,127SH | DEFINED | 01 |
| PFIZER INC | COM | 717081103 | 29,874 | 1,300,000SH | DEFINED | 01 |
| PHILIP MORRIS INTERNATION | COM | 718172109 | 17,876 | 205,000SH | DEFINED | 01 |
| PHILLIPS 66 | COM | 718546104 | 3,325 | 100,000SH | DEFINED | 01 |
| PNC FINANCIAL SERVICES GR | COM | 693475105 | 9,471 | 155,000SH | DEFINED | 01 |
| PPL CORPORATION | COM | 69351T106 | 6,950 | 250,000SH | DEFINED | 01 |
| PRAXAIR INC | COM | 74005P104 | 10,872 | 100,000SH | DEFINED | 01 |
| PRINCIPAL FINANCIAL GROUP | COM | 74251V102 | 6,553 | 250,000SH | DEFINED | 01 |
| PROCTER + GAMBLE CO/THE | COM | 742718109 | 20,213 | 330,000SH | DEFINED | 01 |
| PRUDENTIAL FINANCIAL INC | COM | 744320102 | 2,905 | 60,000SH | DEFINED | 01 |
| PUBLIC SERVICE ENTERPRISE | COM | 744573106 | 6,985 | 215,000SH | DEFINED | 01 |
| QUALCOMM INC | COM | 747525103 | 12,526 | 225,000SH | DEFINED | 01 |
| SCHLUMBERGER LTD | COM | 806857108 | 9,087 | 140,000SH | DEFINED | 01 |
| SEMPRA ENERGY | COM | 816851109 | 8,674 | 126,000SH | DEFINED | 01 |

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|---------------------------|-----|-----------|-----------|-----------|---------|----|
| SINA CORP | COM | G81477104 | 4,402 | 85,000SH | DEFINED | 01 |
| SOUTHERN CO/THE | COM | 842587107 | 10,182 | 220,000SH | DEFINED | 01 |
| SPECTRA ENERGY CORP | COM | 847560109 | 7,263 | 250,000SH | DEFINED | 01 |
| STANLEY BLACK + DECKER IN | COM | 854502101 | 2,574 | 40,000SH | DEFINED | 01 |
| STARBUCKS CORP | COM | 855244109 | 2,399 | 45,000SH | DEFINED | 01 |
| STATE STREET CORP | COM | 857477103 | 5,579 | 125,000SH | DEFINED | 01 |
| STERICYCLE INC | COM | 858912108 | 2,292 | 25,000SH | DEFINED | 01 |
| SYMANTEC CORP | COM | 871503108 | 2,190 | 150,000SH | DEFINED | 01 |
| SYSCO CORP | COM | 871829107 | 7,448 | 250,000SH | DEFINED | 01 |
| TARGET CORP | COM | 87612E106 | 5,239 | 90,000SH | DEFINED | 01 |
| TIME WARNER INC | COM | 887317303 | 8,083 | 210,000SH | DEFINED | 01 |
| TJX COMPANIES INC | COM | 872540109 | 2,575 | 60,000SH | DEFINED | 01 |
| TYCO INTERNATIONAL LTD | COM | H89128104 | 5,283 | 100,000SH | DEFINED | 01 |
| UNITED PARCEL SERVICE CL | COM | 911312106 | 11,813 | 150,000SH | DEFINED | 01 |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 14,355 | 190,000SH | DEFINED | 01 |
| UNITEDHEALTH GROUP INC | COM | 91324P102 | 9,945 | 170,000SH | DEFINED | 01 |
| US BANCORP | COM | 902973304 | 12,860 | 400,000SH | DEFINED | 01 |
| VALE SA SP ADR | ADR | 91912E105 | 4,437 | 223,407SH | DEFINED | 01 |
| VERIZON COMMUNICATIONS IN | COM | 92343V104 | 17,772 | 400,000SH | DEFINED | 01 |
| VIACOM INC CLASS B | COM | 92553P201 | 9,874 | 210,000SH | DEFINED | 01 |
| VISA INC CLASS A SHARES | COM | 92826C839 | 7,181 | 58,000SH | DEFINED | 01 |
| WAL MART STORES INC | COM | 931142103 | 18,822 | 270,000SH | DEFINED | 01 |
| WALGREEN CO | COM | 931422109 | 7,984 | 270,000SH | DEFINED | 01 |
| WALT DISNEY CO/THE | COM | 254687106 | 10,183 | 210,000SH | DEFINED | 01 |
| WATSON PHARMACEUTICALS IN | COM | 942683103 | 4,069 | 55,000SH | DEFINED | 01 |
| WELLPOINT INC | COM | 94973V107 | 5,104 | 80,000SH | DEFINED | 01 |
| WELLS FARGO + CO | COM | 949746101 | 22,732 | 680,000SH | DEFINED | 01 |
| WISCONSIN ENERGY CORP | COM | 976657106 | 7,914 | 200,000SH | DEFINED | 01 |
| YAHOO INC | COM | 984332106 | 7,515 | 475,000SH | DEFINED | 01 |
| YUM BRANDS INC | COM | 988498101 | 3,544 | 55,000SH | DEFINED | 01 |
| | | | 1,479,182 | | | |