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BP PLC  
Form 13F-HR  
February 05, 2013

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, 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   | February 4, 2013 |
| -----             | -----        | -----            |
| [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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Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1  
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Form 13F Information Table Entry Total: 165  
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Form 13F Information Table Value Total: \$ 1,417,077  
-----  
(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, 2012

| ISSUER                    | TITLE OF CLASS | CUSIP     | MARKET VALUE ( USD 000) | SHARES /PRN AMT | SH/ PRN | INVESTMENT DISCRETION | MA |
|---------------------------|----------------|-----------|-------------------------|-----------------|---------|-----------------------|----|
| 3M CO                     | COM            | 88579Y101 | 8,914                   | 96,000SH        |         | DEFINED               | 01 |
| ABBOTT LABORATORIES       | COM            | 002824100 | 17,033                  | 260,000SH       |         | DEFINED               | 01 |
| AFLAC INC                 | COM            | 001055102 | 6,373                   | 120,000SH       |         | DEFINED               | 01 |
| AGILENT TECHNOLOGIES INC  | COM            | 00846U101 | 7,371                   | 180,000SH       |         | DEFINED               | 01 |
| ALTERA CORP               | COM            | 021441100 | 5,168                   | 150,000SH       |         | DEFINED               | 01 |
| ALTRIA GROUP INC          | COM            | 02209S103 | 11,001                  | 350,000SH       |         | DEFINED               | 01 |
| AMAZON.COM INC            | COM            | 023135106 | 9,297                   | 37,000SH        |         | DEFINED               | 01 |
| AMERICA MOVIL ADR SERIES  | ADR            | 02364W204 | 13,836                  | 600,000SH       |         | DEFINED               | 01 |
| AMERICA MOVIL ADR SERIES  | ADR            | 02364W105 | 4,685                   | 202,448SH       |         | DEFINED               | 01 |
| AMERICAN EXPRESS CO       | COM            | 025816109 | 5,748                   | 100,000SH       |         | DEFINED               | 01 |
| AMERICAN INTERNATIONAL GR | COM            | 026874784 | 8,119                   | 230,000SH       |         | DEFINED               | 01 |
| AMERICAN TOWER CORP       | COM            | 03027X100 | 3,862                   | 50,000SH        |         | DEFINED               | 01 |
| AMERIPRISE FINANCIAL INC  | COM            | 03076C106 | 3,132                   | 50,000SH        |         | DEFINED               | 01 |
| AMERISOURCEBERGEN CORP    | COM            | 03073E105 | 6,045                   | 140,000SH       |         | DEFINED               | 01 |
| AMGEN INC                 | COM            | 031162100 | 12,953                  | 150,000SH       |         | DEFINED               | 01 |
| ANADARKO PETROLEUM CORP   | COM            | 032511107 | 3,716                   | 50,000SH        |         | DEFINED               | 01 |
| ANALOG DEVICES INC        | COM            | 032654105 | 6,728                   | 160,000SH       |         | DEFINED               | 01 |

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|                            |     |           |        |             |         |    |
|----------------------------|-----|-----------|--------|-------------|---------|----|
| APACHE CORP                | COM | 037411105 | 6,671  | 85,000SH    | DEFINED | 01 |
| APPLE INC                  | COM | 037833100 | 49,571 | 93,000SH    | DEFINED | 01 |
| APPLIED MATERIALS INC      | COM | 038222105 | 5,144  | 450,000SH   | DEFINED | 01 |
| ASIAINFO LINKAGE INC       | COM | 04518A104 | 4,239  | 390,000SH   | DEFINED | 01 |
| AT+T INC                   | COM | 00206R102 | 20,232 | 600,000SH   | DEFINED | 01 |
| AUTOMATIC DATA PROCESSING  | COM | 053015103 | 6,840  | 120,000SH   | DEFINED | 01 |
| BAIDU INC SPON ADR         | ADR | 056752108 | 5,015  | 50,000SH    | DEFINED | 01 |
| BAKER HUGHES INC           | COM | 057224107 | 8,170  | 200,000SH   | DEFINED | 01 |
| BANCO BRADESCO ADR         | ADR | 059460303 | 2,207  | 127,050SH   | DEFINED | 01 |
| BANK OF AMERICA CORP       | COM | 060505104 | 14,513 | 1,250,000SH | DEFINED | 01 |
| BANK OF NEW YORK MELLON C  | COM | 064058100 | 10,284 | 400,000SH   | DEFINED | 01 |
| BB+T CORP                  | COM | 054937107 | 6,550  | 225,000SH   | DEFINED | 01 |
| BERKSHIRE HATHAWAY INC CL  | COM | 084670702 | 20,649 | 230,000SH   | DEFINED | 01 |
| BOEING CO/THE              | COM | 097023105 | 9,801  | 130,000SH   | DEFINED | 01 |
| BRISTOL MYERS SQUIBB CO    | COM | 110122108 | 5,870  | 180,000SH   | DEFINED | 01 |
| CARDINAL HEALTH INC        | COM | 14149Y108 | 7,412  | 180,000SH   | DEFINED | 01 |
| CARNIVAL CORP              | COM | 143658300 | 5,514  | 150,000SH   | DEFINED | 01 |
| CEMEX SAB SPONS ADR PART   | ADR | 151290889 | 3,115  | 315,612SH   | DEFINED | 01 |
| CENTURYLINK INC            | COM | 156700106 | 3,912  | 100,000SH   | DEFINED | 01 |
| CHEVRON CORP               | COM | 166764100 | 31,925 | 295,000SH   | DEFINED | 01 |
| CIA SIDERURGICA NAACL SP A | ADR | 20440W105 | 386    | 65,400SH    | DEFINED | 01 |
| CISCO SYSTEMS INC          | COM | 17275R102 | 11,790 | 600,000SH   | DEFINED | 01 |
| CITIGROUP INC              | COM | 172967424 | 20,186 | 510,000SH   | DEFINED | 01 |
| CME Group Inc.             | COM | 12572Q105 | 2,027  | 40,000SH    | SOLE    |    |
| COACH INC                  | COM | 189754104 | 3,886  | 70,000SH    | DEFINED | 01 |
| COCA COLA CO/THE           | COM | 191216100 | 16,322 | 450,000SH   | DEFINED | 01 |
| COMCAST CORP CLASS A       | COM | 20030N101 | 9,345  | 250,000SH   | DEFINED | 01 |
| COMPANHIA DE BEBIDAS PRF   | ADR | 20441W203 | 2,729  | 65,000SH    | DEFINED | 01 |
| CONOCOPHILLIPS             | COM | 20825C104 | 14,503 | 250,000SH   | DEFINED | 01 |
| CORNING INC                | COM | 219350105 | 7,566  | 600,000SH   | DEFINED | 01 |
| COSTCO WHOLESALE CORP      | COM | 22160K105 | 7,905  | 80,000SH    | DEFINED | 01 |
| COVIDIEN PLC               | COM | G2554F113 | 6,928  | 120,000SH   | DEFINED | 01 |
| CSX CORP                   | COM | 126408103 | 4,930  | 250,000SH   | DEFINED | 01 |
| CVS CAREMARK CORP          | COM | 126650100 | 7,256  | 150,000SH   | DEFINED | 01 |
| DEERE + CO                 | COM | 244199105 | 3,889  | 45,000SH    | DEFINED | 01 |
| DOW CHEMICAL CO/THE        | COM | 260543103 | 4,882  | 151,000SH   | DEFINED | 01 |
| DU PONT (E.I.) DE NEMOURS  | COM | 263534109 | 8,321  | 185,000SH   | DEFINED | 01 |
| DUKE ENERGY CORP           | COM | 26441C204 | 5,741  | 90,000SH    | DEFINED | 01 |
| EBAY INC                   | COM | 278642103 | 12,758 | 250,000SH   | DEFINED | 01 |
| ELI LILLY + CO             | COM | 532457108 | 9,864  | 200,000SH   | DEFINED | 01 |
| EMBRAER SA ADR             | ADR | 29082A107 | 285    | 10,000SH    | DEFINED | 01 |
| EMC CORP/MA                | COM | 268648102 | 8,099  | 320,000SH   | DEFINED | 01 |
| ENTERGY CORP               | COM | 29364G103 | 4,781  | 75,000SH    | DEFINED | 01 |
| EXELON CORP                | COM | 30161N101 | 5,946  | 200,000SH   | DEFINED | 01 |
| EXPRESS SCRIPTS HOLDING C  | COM | 30219G108 | 1,403  | 26,000SH    | DEFINED | 01 |
| EXXON MOBIL CORP           | COM | 30231G102 | 51,960 | 600,000SH   | DEFINED | 01 |
| FACEBOOK INC A             | COM | 30303M102 | 2,821  | 105,969SH   | DEFINED | 01 |
| FEDEX CORP                 | COM | 31428X106 | 6,881  | 75,000SH    | DEFINED | 01 |
| FISERV INC                 | COM | 337738108 | 3,556  | 45,000SH    | DEFINED | 01 |
| FOMENTO ECONOMICO MEX SP   | ADR | 344419106 | 11,207 | 111,300SH   | DEFINED | 01 |
| FORD MOTOR CO              | COM | 345370860 | 14,893 | 1,150,000SH | DEFINED | 01 |
| FREEMPORT MCMORAN COPPER   | COM | 35671D857 | 5,130  | 150,000SH   | DEFINED | 01 |
| GENERAL DYNAMICS CORP      | COM | 369550108 | 6,373  | 92,000SH    | DEFINED | 01 |
| GENERAL ELECTRIC CO        | COM | 369604103 | 30,421 | 1,450,000SH | DEFINED | 01 |
| GILEAD SCIENCES INC        | COM | 375558103 | 11,024 | 150,000SH   | DEFINED | 01 |
| GOLDMAN SACHS GROUP INC    | COM | 38141G104 | 5,105  | 40,000SH    | DEFINED | 01 |
| GOOGLE INC CL A            | COM | 38259P508 | 23,760 | 33,500SH    | DEFINED | 01 |
| GRUPO TELEVISIA SA SPON AD | ADR | 40049J206 | 4,120  | 155,000SH   | DEFINED | 01 |
| HALLIBURTON CO             | COM | 406216101 | 10,410 | 300,000SH   | DEFINED | 01 |
| HARTFORD FINANCIAL SVCS G  | COM | 416515104 | 5,610  | 250,000SH   | DEFINED | 01 |
| HEWLETT PACKARD CO         | COM | 428236103 | 2,848  | 200,000SH   | DEFINED | 01 |
| HILLSHIRE BRANDS CO        | COM | 432589109 | 1,688  | 60,000SH    | DEFINED | 01 |

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|                           |     |           |        |             |         |    |
|---------------------------|-----|-----------|--------|-------------|---------|----|
| HOME DEPOT INC            | COM | 437076102 | 3,711  | 60,000SH    | DEFINED | 01 |
| HONEYWELL INTERNATIONAL I | COM | 438516106 | 4,444  | 70,000SH    | DEFINED | 01 |
| INTEL CORP                | COM | 458140100 | 10,315 | 500,000SH   | DEFINED | 01 |
| INTL BUSINESS MACHINES CO | COM | 459200101 | 21,073 | 110,000SH   | DEFINED | 01 |
| ITAU UNIBANCO HLDNG PREF  | ADR | 465562106 | 1,132  | 68,750SH    | DEFINED | 01 |
| JDS UNIPHASE CORP         | COM | 46612J507 | 2,704  | 200,000SH   | DEFINED | 01 |
| JOHNSON + JOHNSON         | COM | 478160104 | 27,339 | 390,000SH   | DEFINED | 01 |
| JOY GLOBAL INC            | COM | 481165108 | 4,146  | 65,000SH    | DEFINED | 01 |
| JPMORGAN CHASE + CO       | COM | 46625H100 | 17,596 | 400,000SH   | DEFINED | 01 |
| KEYCORP                   | COM | 493267108 | 5,894  | 700,000SH   | DEFINED | 01 |
| KINDER MORGAN INC WTS     | COM | 49456B119 | 724    | 192,000SH   | DEFINED | 01 |
| LG DISPLAY CO LTD ADR     | ADR | 50186V102 | 2,534  | 175,000SH   | DEFINED | 01 |
| LOCKHEED MARTIN CORP      | COM | 539830109 | 4,154  | 45,000SH    | DEFINED | 01 |
| M + T BANK CORP           | COM | 55261F104 | 7,384  | 75,000SH    | DEFINED | 01 |
| MARATHON OIL CORP         | COM | 565849106 | 4,598  | 150,000SH   | DEFINED | 01 |
| MARRIOTT INTERNATIONAL C  | COM | 571903202 | 4,286  | 115,000SH   | DEFINED | 01 |
| MARSH + MCLENNAN COS      | COM | 571748102 | 5,169  | 150,000SH   | DEFINED | 01 |
| MASCO CORP                | COM | 574599106 | 4,501  | 270,000SH   | DEFINED | 01 |
| MASTERCARD INC CLASS A    | COM | 57636Q104 | 2,950  | 6,000SH     | DEFINED | 01 |
| MCDONALD S CORP           | COM | 580135101 | 16,324 | 185,000SH   | DEFINED | 01 |
| MEDTRONIC INC             | COM | 585055106 | 4,102  | 100,000SH   | DEFINED | 01 |
| MELCO CROWN ENTERTAINME A | ADR | 585464100 | 11,788 | 700,000SH   | DEFINED | 01 |
| MERCK + CO. INC.          | COM | 58933Y105 | 20,475 | 500,000SH   | DEFINED | 01 |
| METLIFE INC               | COM | 59156R108 | 5,927  | 180,000SH   | DEFINED | 01 |
| MICRON TECHNOLOGY INC     | COM | 595112103 | 7,596  | 1,200,000SH | DEFINED | 01 |
| MICROSOFT CORP            | COM | 594918104 | 23,246 | 870,000SH   | DEFINED | 01 |
| MONSANTO CO               | COM | 61166W101 | 5,679  | 60,000SH    | DEFINED | 01 |
| MORGAN STANLEY            | COM | 617446448 | 3,633  | 190,000SH   | DEFINED | 01 |
| NABORS INDUSTRIES LTD     | COM | G6359F103 | 4,335  | 300,000SH   | DEFINED | 01 |
| NASDAQ OMX GROUP/THE      | COM | 631103108 | 4,752  | 190,000SH   | DEFINED | 01 |
| NEW ORIENTAL EDUCATIO SP  | ADR | 647581107 | 5,593  | 288,000SH   | DEFINED | 01 |
| NEWMONT MINING CORP       | COM | 651639106 | 3,715  | 80,000SH    | DEFINED | 01 |
| NEWS CORP CL A            | COM | 65248E104 | 5,106  | 200,000SH   | DEFINED | 01 |
| NORFOLK SOUTHERN CORP     | COM | 655844108 | 6,182  | 100,000SH   | DEFINED | 01 |
| NORTHERN TRUST CORP       | COM | 665859104 | 7,773  | 155,000SH   | DEFINED | 01 |
| NYSE EURONEXT             | COM | 629491101 | 8,513  | 270,000SH   | DEFINED | 01 |
| OCCIDENTAL PETROLEUM CORP | COM | 674599105 | 7,661  | 100,000SH   | DEFINED | 01 |
| OI SA ADR                 | ADR | 670851203 | 1,107  | 276,066SH   | DEFINED | 01 |
| OI SA ADR                 | ADR | 670851104 | 114    | 26,930SH    | DEFINED | 01 |
| ORACLE CORP               | COM | 68389X105 | 13,328 | 400,000SH   | DEFINED | 01 |
| PAYCHEX INC               | COM | 704326107 | 3,113  | 100,000SH   | DEFINED | 01 |
| PEABODY ENERGY CORP       | COM | 704549104 | 5,324  | 200,000SH   | DEFINED | 01 |
| PENTAIR LTD REGISTERED    | COM | H6169Q108 | 708    | 14,396SH    | DEFINED | 01 |
| PEPSICO INC               | COM | 713448108 | 10,266 | 150,000SH   | DEFINED | 01 |
| PETROLEO BRASILEIRO S.A.  | ADR | 71654V408 | 1,751  | 90,000SH    | DEFINED | 01 |
| PETROLEO BRASILEIRO SPON  | ADR | 71654V101 | 2,899  | 150,127SH   | DEFINED | 01 |
| PFIZER INC                | COM | 717081103 | 29,481 | 1,175,000SH | DEFINED | 01 |
| PHILIP MORRIS INTERNATION | COM | 718172109 | 15,057 | 180,000SH   | DEFINED | 01 |
| PHILLIPS 66               | COM | 718546104 | 5,309  | 100,000SH   | DEFINED | 01 |
| PNC FINANCIAL SERVICES GR | COM | 693475105 | 10,204 | 175,000SH   | DEFINED | 01 |
| PPL CORPORATION           | COM | 69351T106 | 7,155  | 250,000SH   | DEFINED | 01 |
| PRAXAIR INC               | COM | 74005P104 | 9,845  | 90,000SH    | DEFINED | 01 |
| PRINCIPAL FINANCIAL GROUP | COM | 74251V102 | 7,130  | 250,000SH   | DEFINED | 01 |
| PROCTER + GAMBLE CO/THE   | COM | 742718109 | 19,015 | 280,000SH   | DEFINED | 01 |
| PUBLIC SERVICE ENTERPRISE | COM | 744573106 | 7,189  | 235,000SH   | DEFINED | 01 |
| QUALCOMM INC              | COM | 747525103 | 13,955 | 225,000SH   | DEFINED | 01 |
| SCHLUMBERGER LTD          | COM | 806857108 | 9,701  | 140,000SH   | DEFINED | 01 |
| SCHWAB (CHARLES) CORP     | COM | 808513105 | 5,026  | 350,000SH   | DEFINED | 01 |
| SEAGATE TECHNOLOGY        | COM | G7945M107 | 6,858  | 225,000SH   | DEFINED | 01 |
| SINA CORP                 | COM | G81477104 | 4,269  | 85,000SH    | DEFINED | 01 |
| SOUTHERN CO/THE           | COM | 842587107 | 5,564  | 130,000SH   | DEFINED | 01 |
| SPECTRA ENERGY CORP       | COM | 847560109 | 6,843  | 250,000SH   | DEFINED | 01 |

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|                           |     |           |           |           |         |    |
|---------------------------|-----|-----------|-----------|-----------|---------|----|
| STANLEY BLACK + DECKER IN | COM | 854502101 | 2,959     | 40,000SH  | DEFINED | 01 |
| STATE STREET CORP         | COM | 857477103 | 9,402     | 200,000SH | DEFINED | 01 |
| SYSCO CORP                | COM | 871829107 | 6,332     | 200,000SH | DEFINED | 01 |
| TIME WARNER INC           | COM | 887317303 | 6,218     | 130,000SH | DEFINED | 01 |
| TYCO INTERNATIONAL LTD    | COM | H89128104 | 1,754     | 60,000SH  | DEFINED | 01 |
| UNITED PARCEL SERVICE CL  | COM | 911312106 | 11,061    | 150,000SH | DEFINED | 01 |
| UNITED TECHNOLOGIES CORP  | COM | 913017109 | 13,122    | 160,000SH | DEFINED | 01 |
| UNITEDHEALTH GROUP INC    | COM | 91324P102 | 11,390    | 210,000SH | DEFINED | 01 |
| UNUM GROUP                | COM | 91529Y106 | 5,723     | 275,000SH | DEFINED | 01 |
| US BANCORP                | COM | 902973304 | 10,540    | 330,000SH | DEFINED | 01 |
| VALE SA SP ADR            | ADR | 91912E105 | 4,685     | 223,407SH | DEFINED | 01 |
| VERIZON COMMUNICATIONS IN | COM | 92343V104 | 11,680    | 270,000SH | DEFINED | 01 |
| VIACOM INC CLASS B        | COM | 92553P201 | 7,913     | 150,000SH | DEFINED | 01 |
| VISA INC CLASS A SHARES   | COM | 92826C839 | 7,574     | 50,000SH  | DEFINED | 01 |
| WAL MART STORES INC       | COM | 931142103 | 12,287    | 180,000SH | DEFINED | 01 |
| WALGREEN CO               | COM | 931422109 | 8,147     | 220,000SH | DEFINED | 01 |
| WALT DISNEY CO/THE        | COM | 254687106 | 6,471     | 130,000SH | DEFINED | 01 |
| WELLPOINT INC             | COM | 94973V107 | 1,828     | 30,000SH  | DEFINED | 01 |
| WELLS FARGO + CO          | COM | 949746101 | 23,263    | 680,000SH | DEFINED | 01 |
| WEYERHAEUSER CO           | COM | 962166104 | 6,401     | 230,000SH | DEFINED | 01 |
| WHOLE FOODS MARKET INC CO | COM | 966837106 | 2,965     | 32,463SH  | SOLE    |    |
| WISCONSIN ENERGY CORP     | COM | 976657106 | 5,894     | 160,000SH | DEFINED | 01 |
| XILINX INC                | COM | 983919101 | 3,589     | 100,000SH | DEFINED | 01 |
| YAHOO INC                 | COM | 984332106 | 6,464     | 325,000SH | DEFINED | 01 |
|                           |     |           | 1,417,077 |           |         |    |