BP PLC
Form 6-K/A
December 13, 2006

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K/A

Amendment No.1

Report of Foreign Issuer
Pursuant to Rule 13a-16 or 15d-16 of the Securities Exchange Act of 1934

For the period ended September 30, 2006

BP p.l.c.

(Translation of registrant s name into English)

1 ST JAMES S SQUARE, LONDON, SW1Y 4PD, ENGLAND

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

THIS REPORT ON FORM 6-K SHALL BE DEEMED TO BE INCORPORATED BY REFERENCE IN THE PROSPECTUS INCLUDED IN THE REGISTRATION STATEMENT ON FORM F-3 (FILE NO. 333-110203) of BP p.l.c.; THE PROSPECTUS INCLUDED IN THE REGISTRATION STATEMENT ON FORM F-3 (FILE NO. 333-9790) OF BP p.l.c., THE PROSPECTUS INCLUDED IN THE REGISTRATION STATEMENT ON FORM F-3 (FILE NO. 333-65996), THE PROSPECTUS INCLUDED IN THE REGISTRATION STATEMENT ON FORM F-3 (FILE NO. 333-83180) OF BP AUSTRALIA CAPITAL MARKETS LIMITED, BP CANADA FINANCE COMPANY, BP CAPITAL MARKETS p.l.c., BP CAPITAL MARKETS AMERICA INC. AND BP p.l.c., THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 33-21868) OF BP p.l.c., THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO.

333-9020) OF BP p.l.c., THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-9798) OF BP p.l.c., THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-79399) OF BP p.l.c., THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-34968) OF BP p.l.c., THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-67206) OF BP p.l.c., THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-74414) OF BP p.l.c., THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-103924) OF BP p.l.c., THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-102583) OF BP p.l.c., THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-103923) OF BP p.l.c., THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-119934) OF BP p.l.c., THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-123482) OF BP p.l.c., THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-123483) OF BP p.l.c., THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-131583) OF BP p.l.c.; THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-131584) OF BP p.l.c., AND THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-132619) OF BP P.L.C., AND TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

BP p.l.c. AND SUBSIDIARIES

FORM 6-K FOR THE PERIOD ENDED SEPTEMBER 30, 2006

EXPLANATORY NOTE

This Amendment No.1 (Amendment No. 1) to the Report on Form 6-K for the period ended September 30, 2006, as filed with the U.S. Securities and Exchange Commission (the SEC) on November 17, 2006 (the Original 6-K), amends portions of the Original 6-K to provide additional clarification regarding the matters disclosed in the Original 6-K relating to TNK-BP, the Thunder Horse platform and certain U.S. commodity trading matters. Except as otherwise stated in this Amendment No. 1, all information presented in this Amendment No.1, including forward looking statements, is as at September 30, 2006 and has not been updated for events subsequent to the date of the original filing.

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BP p.l.c. AND SUBSIDIARIES

MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND

RESULTS OF OPERATIONS

GROUP RESULTS JANUARY SEPTEMBER 2006

	Three months ended September 30 (Unaudited)		Nine months ended September 30 (Unaudited)	
	2006	**2005**	**2006**	**2005**
	($ million)			
Sales and other operating revenues from continuing operations [(a)]	68,540	66,716	203,960	177,382
Profit from continuing operations [(a)]	6,294	7,197	19,671	19,112
Profit for the period	6,294	6,531	19,646	18,854
Profit for the period attributable to BP shareholders	6,231	6,463	19,435	18,656
Profit attributable to BP shareholders per ordinary share cents	31.47	30.75	96.36	87.84
Dividends payable per ordinary share cents	9.825	8.925	29.025	26.35

(a) Excludes Innovene which was treated as a discontinued operation in accordance with IFRS 5 Non Current Assets Held for Sale and Discontinued Operations . See Note 3 for further details.

The following discussion should be read in conjunction with the consolidated financial statements and the related notes provided elsewhere in this Form 6-K and with the information, including the consolidated financial statements and related notes, for the year ended December 31, 2005 in BP p.l.c. s Annual Report on Form 20-F/A for the year ended December 31, 2005.

The financial information for 2005 has been restated to reflect the following, all with effect from January 1, 2006: (a) the transfer of three equity-accounted entities from Other businesses and corporate to Refining and Marketing following the sale of Innovene; (b) the transfer of certain mid-stream assets and activities from Refining and Marketing and Exploration and Production to Gas, Power and Renewables; and (c) the transfer of Hydrogen for Transport activities from Gas, Power and Renewables to Refining and Marketing. See Note 2 for further details.

In addition, sales and purchases figures for the first and second quarters of 2006 have been restated. The change has been made to present certain contracts on a net basis which were previously shown gross. There is no impact on previously reported profit. See Note 2 for further details.

BP sold its Innovene operations in December 2005. In the circumstances of discontinued operations, IFRSs require that the profits earned by the discontinued operations, in this case the Innovene operations, on sales to the continuing operations be eliminated on consolidation from the discontinued operations, and attributed to the continuing operations and vice versa. This adjustment has two offsetting elements: the net margin on crude refined by Innovene as substantially all crude for their refineries was supplied by BP and most of the refined products manufactured are taken by BP; and the margin on sales of feedstock from BP s US refineries to Innovene s manufacturing plants. The profits attributable to individual segments were not affected by this adjustment. Neither does this representation indicate the profits earned by continuing or Innovene operations, as if they were stand-alone entities, for past periods or likely to be earned in future periods. Under US GAAP, Innovene operations would not be classified as discontinued operations due to BP s continuing customer / supplier arrangements with Innovene.

The third quarter trading environment reflected higher oil realizations and higher retail margins, but lower refining margins and gas realizations. Compared with the nine months ended September 30, 2005, the trading environment reflected higher oil and gas realizations and higher marketing margins. For the three months ended September 30, 2006 the Brent oil price increased $7.97 per barrel, the Henry Hub gas price was down $1.95 per mmbtu and the refining Global Indicator Margin decreased $3.95 per barrel compared with a year ago. For the nine months, the Brent oil price was $13.34 per barrel higher, the Henry Hub gas price was $0.26 per mmbtu higher and the refining Global Indicator Margin was up $0.16 per barrel compared with a year ago.

Sales and other operating revenues from continuing operations for the three months ended September 30, 2006 were $69 billion compared with $67 billion for the equivalent period in 2005. The increase in sales and other operating revenues (before the elimination of sales between businesses) for the third quarter reflects approximately $6 billion from higher prices related to marketing and other sales (spot and term contracts, oil and gas realizations and other sales), a net decrease of approximately $6 billion from lower volumes of marketing and other sales and an increase of around $0.5 billion related to higher production volumes of subsidiaries.

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MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND

RESULTS OF OPERATIONS (Continued)

GROUP RESULTS JANUARY SEPTEMBER 2006 (continued)

Profit attributable to BP shareholders for the three months ended September 30, 2006 was $6,231 million, including inventory holding losses of $744 million. Profit for the three months ended September 30, 2005 was $6,463 million, including inventory holding gains of $2,053 million. Inventory holding gains or losses represent the difference between the cost of sales calculated using the average cost of supplies incurred during the period and the cost of sales calculated using the first-in first-out method.

Profit attributable to BP shareholders for the three months ended September 30, 2006:

- includes net gains on sales of assets of $1,985 million, primarily from the sale of a pre-development asset in the Gulf of Mexico in the USA, and fair value gains of $521 million on embedded derivatives relating to North Sea gas contracts (these embedded derivatives are fair valued at each period end with the resulting gains or losses taken to the income statement), and is after a charge of $17 million in respect of new, and revisions to existing, environmental and other provisions in Exploration and Production;
- includes net gains of $92 million on disposals, and is after a charge of $400 million as a result of the ongoing review of fatality and personal injury compensation claims associated with the incident in March 2005 at the Texas City refinery, impairment charges of $90 million and a charge of $33 million in respect of new, and revisions to existing, environmental and other provisions in Refining and Marketing;
- includes a gain on disposal of $5 million and is after net fair value losses of $20 million on embedded derivatives related to long-term gas contracts and a charge of $70 million for the impairment of a North American NGL asset in the Gas, Power and Renewables segment; and
- includes a net credit of $96 million in relation to new, and revisions to existing, environmental and other provisions and net gains of $59 million on disposals, and is after an impairment charge of $69 million and net fair value losses on embedded derivatives of $8 million in Other businesses and corporate.

Furthermore, BP s share of the TNK-BP result benefited from a gain of $892 million on the sale of its interests in the Urdmurtneft assets.

Profit attributable to BP shareholders for the three months ended September 30, 2005:

- is after a charge for impairment of $100 million in respect of a field in the Gulf of Mexico Shelf following the hurricane damage, net fair value losses of $53 million on embedded derivatives relating to North Sea gas contracts (these embedded derivatives are fair valued at each period end with the resulting gains or losses taken to the income statement) and net losses of $6 million on disposal in Exploration and Production;
- is after a loss on disposal of $14 million and a charge of $140 million in respect of new, and revisions to existing, environmental and other provisions in Refining and Marketing;
- includes net fair value gains on embedded derivatives of $91 million and a credit of $6 million related to new, and revisions to existing, environmental and other provisions and is after a loss on disposal of $2 million in the Gas, Power and Renewables segment; and
- includes gains on disposal of businesses and fixed assets of $4 million and net fair value gains on embedded derivatives of $8 million and is after a charge of $ 296 million relating to new, and revisions to existing, environmental and other provisions and a charge of $6 million relating to the separation of the olefins and derivatives business in Other businesses and corporate.

Sales and other operating revenues from continuing operations for the nine months ended September 30, 2006 were $204 billion compared with $177 billion for the equivalent period in 2005. The increase in sales and other operating revenues from continuing operations (before the elimination of sales between businesses) for the nine months reflects approximately $42 billion from higher prices related to marketing and other sales (spot and term contracts, oil and gas realizations and other sales), partially offset by a net decrease of approximately $14 billion from lower volumes of marketing and other sales, a decrease of around $1 billion from foreign exchange movements due to sales in local currencies being translated into the US dollar and a decrease of around $0.5 billion related to lower production volumes of subsidiaries.

Profit attributable to BP shareholders for the nine months ended September 30, 2006 was $19,435 million, including inventory holding gains of $762 million. Profit attributable to BP shareholders for the nine months ended September 30, 2005 was $18,656 million, including inventory holding gains of $3,774 million.

The profit attributable to BP shareholders for the nine months ended September 30, 2006 includes a loss of $25 million from Innovene operations. This includes losses on re-measurement to fair value of Innovene operations of $184 million. The profit attributable to BP shareholders for the three months and nine months ended September 30, 2005 includes losses of $666 million and $258 million from Innovene operations, respectively. Note 3 provides further financial information for Innovene.

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MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND

RESULTS OF OPERATIONS (Continued)

GROUP RESULTS JANUARY SEPTEMBER 2006 (continued)

Profit attributable to BP shareholders for the nine months ended September 30, 2006:

- Includes net gains on sales of assets of $2,324 million (primarily from the sale of a pre-development asset in the Gulf of Mexico in the USA, interests in the North Sea and the Gulf of Mexico Shelf assets in the USA), and fair value gains of $275 million on embedded derivatives relating to North Sea gas contracts, and is after a charge of $17 million in respect of new, and revisions to existing, environmental and other provisions in Exploration and Production;
- includes net gains on disposals of $803 million and is after a charge of $400 million as a result of the ongoing review of fatality and personal injury compensation claims associated with the incident in March 2005 at the Texas City refinery, an impairment charge of $125 million, a charge of $33 million in respect of new, and revisions to existing, environmental and other provisions and a charge of $76 million in respect of a donation to the BP Foundation in Refining and Marketing;
- includes net fair value gains on embedded derivatives of $32 million and net gains on disposals of $4 million and is after a charge of $70 million for the impairment of a North American NGL asset in the Gas, Power and Renewables segment; and
- includes a net credit of $96 million in relation to new, and revisions to existing, environmental and other provisions, net gains of $81 million on disposals and net fair value gains on embedded derivatives of $5 million, and is after an impairment charge of $69 million in Other businesses and corporate.

Furthermore, BP s share of the TNK-BP result benefited from a gain of $892 million on the sale of its interests in the Urdmurtneft assets.

Profit attributable to BP shareholders for the nine months ended September 30, 2005:

- includes net gains of $1,061 million on the sales of assets, primarily from our interest in the Ormen Lange field, and is after a charge for impairment of $130 million relating to fields in the UK North Sea, an impairment charge of $100 million in respect of a field in the Gulf of Mexico and net fair value losses of $887 million on embedded derivatives in Exploration and Production;
- includes net gains of $75 million on the sale of refining, pipelines, retail and marketing assets, and is after a charge of $700 million in respect of fatality and personal injury compensation claims associated with the incident at the Texas City refinery on March 23, 2005, a charge of $140 million relating to new, and revisions to existing, environmental and other provisions, an impairment charge of $41 million and a charge of $33 million for the impairment of an equity-accounted entity in Refining and Marketing;
- includes net gains of $81 million primarily on the disposal of BP s interest in Interconnector UK Ltd and the disposal of an NGL plant in the US, net fair value gains of $200 million on embedded derivatives and a credit of $6 million related to new, and revisions to existing environmental and other provisions in the Gas, Power and Renewables segment; and
- includes net gains on disposal of businesses and fixed assets of $38 million, and is after a net charge of $274 million related to new, and revisions to existing, environmental and other provisions and the reversal of environmental provisions no longer required, a charge of $77 million relating to the separation of the olefins and derivatives business and net fair value losses of $10 million on embedded derivatives in Other businesses and corporate.

Finance cost for continuing operations for the three months and nine months ended September 30, 2006 was $169 million and $513 million respectively, compared with $144 million and $444 million in the same periods of 2005. The increase for the three months ended September 30, 2006 primarily reflects higher interest costs partially offset by an increase in capitalized interest. The increase for the nine months ended September 30, 2006 reflects higher interest rates and costs, partially offset by an increase in capitalized interest. These factors more than offset the absence of costs that were incurred in the nine months of 2005 in respect of the early redemption of finance leases.

Other finance income and expense for continuing operations for the three months and nine months ended September 30, 2006 was a credit of $52 million and $146 million respectively, compared with charges of $37 million and $102 million in the same periods of 2005. The decreases for the three months and nine months ended September 30, 2006 primarily reflect a reduction in net pension finance costs due to higher return on pension assets due to the increased market value of the pension asset base.

Net taxation for continuing operations, other than production taxes, charged for the three months and nine months ended September 30, 2006 was $4,614 million and $11,169 million respectively, compared with $2,674 million and $7,444 million in the equivalent periods last year. The effective tax rate for three months and nine months ended September 30, 2006 was 42.3% and 36.2% respectively, compared with 27.1% and 28.0% for the equivalent periods of 2005, reflecting the retroactive impact of the increase in the North Sea tax rate announced by the UK Government and enacted in July 2006. The effect of this charge on the Group s effective tax rate is partly mitigated by a sharp decline in prices around the end of the third quarter.

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MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND

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GROUP RESULTS JANUARY SEPTEMBER 2006 (concluded)

In addition to the factors above, the decrease in profit for the period attributable to BP shareholders for the third quarter reflects lower gas realization, higher production taxes, lower refining margins, reduced supply optimization benefits, a reduced contribution from gas and power marketing and trading and higher costs, partially offset by the impact of higher oil realizations, strongly improved retail margins, significant gains related to IFRS fair value accounting effects and better operational performance in the natural gas liquids business.

The primary additional factors contributing to the increase in profit for the period attributable to BP shareholders for the nine months ended September 30, 2006 are lower production volumes, higher production taxes, higher IFRS fair value accounting charges and higher costs, partially offset by the impact of higher oil and gas realisations, higher marketing margins and higher supply optimizations benefits.

Capital expenditure and acquisitions in the third quarter and nine months 2006 was $4.8 billion and $11.8 billion respectively, including $1 billion in respect of our investment in Rosneft. Capital expenditure and acquisitions for the third quarter and nine months 2005 was $3.3 billion and $9.4 billion respectively. Disposal proceeds in the third quarter and nine months 2006 were $2.8 billion and $5.4 billion respectively and in the third quarter and nine months 2005 disposal proceeds were $0.2 billion and $2 billion respectively.

Net cash provided by operating activities for the three months ended September 30, 2006 was $5.1billion compared with $6.4 billion for the equivalent period of 2005, reflecting higher profit before taxation from continuing operations, lower working capital requirements and higher dividends from jointly controlled entities and associates, more than offset by a higher net credit in respect of impairment and gains and losses on disposal, higher earnings from jointly controlled entities and associates and a lower net credit for provisions, less payments. Net cash used in investing activities was $1.4 billion compared with $2.9 billion for the equivalent period of 2005, reflecting higher proceeds from the sale of fixed assets and businesses, partially offset by higher capital expenditure.

Net cash provided by operating activities for the nine months ended September 30, 2006 was $23.2 billion compared with $22.5 billion for the equivalent period of 2005, reflecting higher profit before taxation from continuing operations, lower working capital requirements and higher dividends from jointly controlled entities and associates, partially offset by higher taxes paid and a lower net credit for provisions, less payments. Net cash used in investing activities was $5.6 billion compared with $7.2 billion for the equivalent period of 2005, reflecting higher proceeds from the disposal of fixed assets and businesses partially offset by higher capital expenditure.

Net debt at September 30, 2006 was $16.8 billion compared with $16.2 billion at December 31, 2005. The ratio of net debt to net debt plus equity was 16% at September 30, 2006 compared with 17% at December 31, 2005. This ratio shows the proportion of debt and equity used to finance our operations, and can also be used to measure borrowing capacity. In addition to reported debt, BP uses conventional off balance sheet sources of finance such as operating leases and joint venture and associate borrowings.

The Group has access to other sources of liquidity in the form of committed facilities and other funding through the capital markets. BP believes that, taking into account the substantial amounts of undrawn borrowing facilities available, the Group has sufficient working capital for foreseeable requirements.

In the normal course of business the Group has entered into certain long-term purchase commitments principally relating to take or pay contracts for the purchase of natural gas, crude oil and chemicals feedstocks and throughput arrangements for pipelines. The Group expects to fulfil its obligations under these arrangements with no adverse consequences to the Group s results of operations or financial condition.

On October 24, 2006, BP announced a quarterly dividend of 9.825 cents per ordinary share, to be paid on December 4, 2006 to shareholders on the register on November 10, 2006. Holders of ordinary shares will receive 5.241 pence per share and holders of American Depositary Receipts (ADRs) $0.5895 per ADS. Participants in the Dividend Reinvestment Plan or the dividend reinvestment plan facility in the US Direct Access Plan will receive the dividend in the form of shares, also on December 4, 2006. The Company repurchased 299 million of its own shares during the quarter, at a cost of $3.5 billion. Additionally, shares to the value of $1.25 billion were issued to Alfa Group and Access Renova (AAR) being the last instalment of the deferred consideration for our investment in TNK-BP. During the nine months ended September 30,2006, 1,024 million shares were repurchased at a cost of $12 billion.

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MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND

RESULTS OF OPERATIONS (Continued)

DETAILED REVIEW OF BUSINESSES

EXPLORATION AND PRODUCTION

		Three months ended September 30 (Unaudited)		Nine months ended September 30 (Unaudited)	
		2006	**2005**	**2006**	**2005**
Sales and other operating revenues from continuing operations	- $m	12,932	11,321	40,345	32,441
Profit before interest and tax from continuing operations[a]	- $m	9,929	6,535	24,572	18,928
Results include:					
Exploration expense	- $m	351	177	637	476
Of which: Exploration expenditure written off	- $m	232	93	359	224
Key Statistics:					
Crude oil					
- Average prices realized by BP	- $/bbl	67.22	56.83	63.73	49.07
- Production for subsidiaries	- mb/d	1,133	1,157	1,190	1,263
- Production for equity-accounted entities	- mb/d	1,117	1,156	1,133	1,122
Natural gas liquids					
- Average prices realized by BP	- $/bbl	40.08	36.70	37.81	31.30
- Production for subsidiaries	- mb/d	166	154	167	172
- Production for equity-accounted entities	- mb/d	6	5	5	4
Total liquids[b]					
- Average prices realized by BP	- $/bbl	64.15	54.80	60.91	47.22
- Production for subsidiaries	- mb/d	1,299	1,311	1,357	1,435
- Production for equity-accounted entities	- mb/d	1,123	1,161	1,138	1,126
Natural gas					
- Average prices realized by BP	- $/mcf	4.49	4.75	4.83	4.45