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BP PLC  
Form 13F-HR  
July 24, 2009

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, 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                      22nd July 2009  
-----  
[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: 356  
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Form 13F Information Table Value Total: \$ 1,389,347  
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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  
JUNE 30, 2009

ISSUER	TITLE OF CLASS	CUSIP	MARKET VALUE ( USD 000 )	SHARES /PRN AMT	SH/ PRN	INVESTMENT DISCRETION	MA
3M CO	COM	88579Y101	5,770	96,000	SH	DEFINED	
ABBOTT LABS	COM	002824100	10,114	215,000	SH	DEFINED	
ABERCROMBIE + FITCH CO	COM	002896207	330	13,000	SH	DEFINED	
ACE LIMITED	COM	H0023R105	1,502	34,000	SH	DEFINED	
ACTIVISION BLIZZARD INC	COM	00507V109	935	74,000	SH	DEFINED	
ADOBE SYS INC	COM	00724F101	2,123	75,000	SH	DEFINED	
AES CORP	COM	00130H105	1,091	94,000	SH	DEFINED	
AETNA INC	COM	00817Y108	2,255	90,000	SH	DEFINED	
AFLAC INC	COM	001055102	2,954	95,000	SH	DEFINED	
AGILENT TECHNOLOGIES INC	COM	00846U101	1,016	50,000	SH	DEFINED	
AIR PRODS + CHEMS INC	COM	009158106	2,519	39,000	SH	DEFINED	
ALCOA INC	COM	013817101	2,384	231,000	SH	DEFINED	
ALLEGHENY ENERGY INC	COM	017361106	1,026	40,000	SH	DEFINED	
ALLEGHENY TECHNOLOGIES	COM	01741R102	1,082	31,000	SH	DEFINED	
ALLERGAN INC	COM	018490102	2,046	43,000	SH	DEFINED	
ALLSTATE CORP	COM	020002101	1,830	75,000	SH	DEFINED	
ALTERA CORP	COM	021441100	1,204	74,000	SH	DEFINED	

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ALTRIA GROUP INC	COM	02209S103	5,766	352,000	SH	DEFINED
AMAZON COM INC	COM	023135106	2,092	25,000	SH	DEFINED
AMEREN CORP	COM	023608102	772	31,000	SH	DEFINED
AMERICA MOVIL S A DE C V	ADR	02364W204	11,577	300,000	SH	DEFINED
AMERICAN ELEC PWR INC	COM	025537101	2,571	89,000	SH	DEFINED
AMERICAN EXPRESS CO	COM	025816109	3,161	136,000	SH	DEFINED
AMERICAN TOWER CORP	COM	029912201	2,333	74,000	SH	DEFINED
AMERIPRISE FINL INC	COM	03076C106	752	31,000	SH	DEFINED
AMERISOURCEBERGEN CORP	COM	03073E105	781	44,000	SH	DEFINED
AMGEN INC	COM	031162100	7,729	146,000	SH	DEFINED
ANADARKO PETE CORP	COM	032511107	3,535	78,000	SH	DEFINED
AON CORP	COM	037389103	2,348	62,000	SH	DEFINED
APACHE CORP	COM	037411105	3,319	46,000	SH	DEFINED
APOLLO GROUP INC	COM	037604105	1,067	15,000	SH	DEFINED
APPLE INC	COM	037833100	17,661	124,000	SH	DEFINED
APPLIED MATERIALS INC	COM	038222105	2,271	207,000	SH	DEFINED
ARCH CAP GROUP LTD	COM	G0450A105	1,371	23,400	SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	039483102	3,476	130,000	SH	DEFINED
AT+T INC	COM	00206R102	20,228	815,000	SH	DEFINED
AUTOMATIC DATA PROCESSING	COM	053015103	2,977	84,000	SH	DEFINED
AUTOZONE INC	COM	053332102	982	6,500	SH	DEFINED
AVON PRODS INC	COM	054303102	1,495	58,000	SH	DEFINED
BAKER HUGHES INC	COM	057224107	2,514	69,000	SH	DEFINED
BANCO BRADESCO SA	ADR	059460303	1,551	105,000	SH	DEFINED
BANK AMER CORP	COM	060505104	14,706	1,120,000	SH	DEFINED
BANK NEW YORK MELLON CORP	COM	064058100	5,510	188,000	SH	DEFINED
BARD C R INC	COM	067383109	1,042	14,000	SH	DEFINED
BAXTER INTL INC	COM	071813109	5,080	96,000	SH	DEFINED
BB+T CORP	COM	054937107	1,692	77,000	SH	DEFINED
BECTON DICKINSON + CO	COM	075887109	2,425	34,000	SH	DEFINED
BED BATH + BEYOND INC	COM	075896100	1,135	37,000	SH	DEFINED
BEST BUY CO INC	COM	086516101	1,605	48,000	SH	DEFINED
BIOGEN IDEC INC	COM	09062X103	2,257	50,000	SH	DEFINED
BLACK DECKER CORPORATION	COM	091797100	258	9,000	SH	DEFINED
BLOCK H + R INC	COM	093671105	808	47,000	SH	DEFINED
BMC SOFTWARE INC	COM	055921100	1,588	47,000	SH	DEFINED
BOEING CO	COM	097023105	4,334	102,000	SH	DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	2,535	250,000	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	5,643	278,000	SH	DEFINED
BROADCOM CORP	COM	111320107	1,535	62,000	SH	DEFINED
BURLINGTON NORTHN SANTAFE	COM	12189T104	2,868	39,000	SH	DEFINED
C H ROBINSON WORLDWIDE	COM	12541W209	1,252	24,000	SH	DEFINED
CA INC	COM	12673P105	976	56,000	SH	DEFINED
CABOT OIL + GAS CORP	COM	127097103	1,255	41,000	SH	DEFINED
CARDINAL HEALTH INC	COM	14149Y108	1,528	50,000	SH	DEFINED
CARNIVAL CORP	COM	143658300	1,520	59,000	SH	DEFINED
CATERPILLAR INC	COM	149123101	3,172	96,000	SH	DEFINED
CELGENE CORP	COM	151020104	3,062	64,000	SH	DEFINED
CEMEX S.A.B DE C.C ADR	ADR	151290889	2,621	280,579	SH	DEFINED
CENTERPOINT ENERGY INC	COM	15189T107	997	90,000	SH	DEFINED
CENTEX CORP	COM	152312104	279	33,000	SH	DEFINED
CEPHALON INC	COM	156708109	1,133	20,000	SH	DEFINED
CHESAPEAKE ENERGY CORP	COM	165167107	2,717	137,000	SH	DEFINED
CHEVRON CORP	COM	166764100	18,348	277,000	SH	DEFINED
CHUBB CORP	COM	171232101	2,393	60,000	SH	DEFINED
CISCO SYS INC	COM	17275R102	16,291	874,000	SH	DEFINED
CITIGROUP INC	COM	172967101	929	314,000	SH	DEFINED
CITRIX SYS INC	COM	177376100	846	26,531	SH	DEFINED
CME GROUP INC	COM	12572Q105	3,422	11,000	SH	DEFINED
COACH INC	COM	189754104	538	20,000	SH	DEFINED
COCA COLA CO	COM	191216100	13,189	275,000	SH	DEFINED
COCA COLA ENTERPRISES INC	COM	191219104	798	48,000	SH	DEFINED

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COGNIZANT TECHNOLOGY	COM	192446102	1,842	69,000	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	4,952	70,000	SH	DEFINED
COMCAST CORP NEW	COM	20030N101	6,270	433,000	SH	DEFINED
COMERICA INC	COM	200340107	464	22,000	SH	DEFINED
COMPANHIA DE BEBIDAS DASA	ADR	20441W203	841	13,000	SH	DEFINED
COMPANHIA SIDERURGICA NAT	ADR	20440W105	729	32,700	SH	DEFINED
COMPUTER SCIENCES CORP	COM	205363104	929	21,000	SH	DEFINED
CONAGRA INC	COM	205887102	1,199	63,000	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	8,242	196,000	SH	DEFINED
CONSOL ENERGY INC	COM	20854P109	1,189	35,000	SH	DEFINED
CORNING INC	COM	219350105	3,517	219,000	SH	DEFINED
COSTCO WHSL CORP NEW	COM	22160K105	2,741	60,000	SH	DEFINED
COVENTRY HEALTH CARE INC	COM	222862104	430	23,000	SH	DEFINED
CSX CORP	COM	126408103	1,905	55,000	SH	DEFINED
CTRIIP COM INTL ADR	ADR	22943F100	12,939	280,000	SH	DEFINED
CUMMINS INC	COM	231021106	1,020	29,000	SH	DEFINED
CVS CAREMARK CORP	COM	126650100	7,000	220,000	SH	DEFINED
D R HORTON INC	COM	23331A109	936	100,000	SH	DEFINED
DANAHER CORP	COM	235851102	2,778	45,000	SH	DEFINED
DEERE + CO	COM	244199105	2,397	60,000	SH	DEFINED
DELL INC	COM	24702R101	3,350	244,000	SH	DEFINED
DENISON MINES CORP	COM	248356107	49	30,240	SH	DEFINED
DEVON ENERGY CORPORATION	COM	25179M103	3,265	60,000	SH	DEFINED
DIRECTV GROUP INC	COM	25459L106	3,015	122,000	SH	DEFINED
DISNEY WALT CO	COM	254687106	6,550	281,000	SH	DEFINED
DOMINION RES INC VA NEW	COM	25746U109	2,171	65,000	SH	DEFINED
DONNELLEY R R + SONS CO	COM	257867101	604	52,000	SH	DEFINED
DOVER CORP	COM	260003108	893	27,000	SH	DEFINED
DOW CHEM CO	COM	260543103	1,288	80,000	SH	DEFINED
DTE ENERGY CO	COM	233331107	735	23,000	SH	DEFINED
DU PONT E I DE NEMOURS	COM	263534109	3,227	126,000	SH	DEFINED
DUKE ENERGY HLDG CORP	COM	26441C105	2,568	176,000	SH	DEFINED
DYNEGY INC DEL	COM	26817G102	187	83,000	SH	DEFINED
EBAY INC	COM	278642103	3,593	210,000	SH	DEFINED
ECOLAB INC	COM	278865100	936	24,000	SH	DEFINED
EDISON INTL	COM	281020107	1,919	61,000	SH	DEFINED
EL PASO CORP	COM	28336L109	1,549	168,000	SH	DEFINED
ELECTRONIC ARTS INC	COM	285512109	977	45,000	SH	DEFINED
EMBARQ CORP	COM	29078E105	1,556	37,000	SH	DEFINED
EMBRAER EMPRESA BRASILEIR	ADR	29081M102	166	10,000	SH	DEFINED
EMC CORP	COM	268648102	4,873	372,000	SH	DEFINED
EMERSON ELEC CO	COM	291011104	3,953	122,000	SH	DEFINED
ENSCO INTL INC	COM	26874Q100	1,741	50,000	SH	DEFINED
ENTERGY CORP NEW	COM	29364G103	2,016	26,000	SH	DEFINED
EOG RESOURCES INC	COM	26875P101	3,464	51,000	SH	DEFINED
EQT CORP	COM	26884L109	593	17,000	SH	DEFINED
EQUIFAX INC	COM	294429105	1,018	39,000	SH	DEFINED
EXELON CORP	COM	30161N101	5,222	102,000	SH	DEFINED
EXPRESS SCRIPTS INC	COM	302182100	3,711	54,000	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	47,679	682,000	SH	DEFINED
FAMILY DLR STORES INC	COM	307000109	481	17,000	SH	DEFINED
FEDEX CORP	COM	31428X106	2,391	43,000	SH	DEFINED
FIFTH THIRD BANCORP	COM	316773100	1,276	180,000	SH	DEFINED
FIRST HORIZON NATL CORP	COM	320517105	853	71,104	SH	DEFINED
FIRSTENERGY CORP	COM	337932107	1,666	43,000	SH	DEFINED
FISERV INC	COM	337738108	2,057	45,000	SH	DEFINED
FLUOR CORP NEW	COM	343412102	1,846	36,000	SH	DEFINED
FOMENTO ECONOMICO MEXICAN	ADR	344419106	3,588	111,300	SH	DEFINED
FOREST LABS INC	COM	345838106	1,078	43,000	SH	DEFINED
FOSTER WHEELER AG	COM	H27178104	499	21,000	SH	DEFINED
FPL GROUP INC	COM	302571104	3,866	68,000	SH	DEFINED
FRANKLIN RES INC	COM	354613101	2,160	30,000	SH	DEFINED

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FREEMPORTMCMORAN COPPERGLD	COM	35671D857	2,655	53,000	SH	DEFINED
FRONTIER COMMUNICATIONS	COM	35906A108	349	49,000	SH	DEFINED
GAP INC	COM	364760108	1,754	107,000	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	3,545	64,000	SH	DEFINED
GENERAL ELEC CO	COM	369604103	16,988	1,452,000	SH	DEFINED
GENERAL MLS INC	COM	370334104	2,577	46,000	SH	DEFINED
GENUINE PARTS CO	COM	372460105	771	23,000	SH	DEFINED
GENZYME CORP	COM	372917104	2,561	46,000	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	7,020	150,000	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	8,977	61,000	SH	DEFINED
GOOGLE INC	COM	38259P508	14,123	33,500	SH	DEFINED
GRAINGER W W INC	COM	384802104	1,883	23,000	SH	DEFINED
GRUPO TELEVISION SA DE CV	ADR	40049J206	2,632	155,000	SH	DEFINED
HALLIBURTON CO	COM	406216101	3,724	180,000	SH	DEFINED
HARLEY DAVIDSON INC	COM	412822108	550	34,000	SH	DEFINED
HARSCO CORP	COM	415864107	466	16,500	SH	DEFINED
HASBRO INC	COM	418056107	436	18,000	SH	DEFINED
HEINZ H J CO	COM	423074103	2,035	57,000	SH	DEFINED
HELLENICTELECOMMUNICATION	ADR	423325307	213	27,778	SH	DEFINED
HERSHEY CO / THE	COM	427866108	864	24,000	SH	DEFINED
HESS CORP	COM	42809H107	3,005	56,000	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	14,131	366,000	SH	DEFINED
HOME DEPOT INC	COM	437076102	6,097	258,000	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	4,145	132,000	SH	DEFINED
HOSPIRA INC	COM	441060100	886	23,000	SH	DEFINED
HUDSON CITY BANCORP INC	COM	443683107	983	74,000	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	2,614	70,000	SH	DEFINED
INGERSOLL RAND PLC	COM	G47791101	957	46,050	SH	DEFINED
INTEL CORP	COM	458140100	14,571	882,000	SH	DEFINED
INTERCONTINENTAL EXCHANGE	COM	45865V100	144,869	1,268,110	SH	SOLE
IBM	COM	459200101	21,177	203,000	SH	DEFINED
INTERNATIONAL PAPER CO	COM	460146103	938	62,000	SH	DEFINED
INTERPUBLIC GROUP COS INC	COM	460690100	353	70,000	SH	DEFINED
INTUIT	COM	461202103	1,746	62,000	SH	DEFINED
ISHARES TR	COM	464287564	4,492	126,000	SH	DEFINED
ITAU UNIBANCO HOLDING SA	GDR	465562106	986	62,500	SH	DEFINED
ITT CORP NEW	COM	450911102	2,092	47,000	SH	DEFINED
J C PENNEY INC	COM	708160106	774	27,000	SH	DEFINED
JOHNSON + JOHNSON	COM	478160104	21,788	384,000	SH	DEFINED
JOHNSON CTLS INC	COM	478366107	1,801	83,000	SH	DEFINED
JOY GLOBAL INC	COM	481165108	786	22,000	SH	DEFINED
JPMORGAN CHASE + CO	COM	46625H100	19,437	570,000	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	1,770	75,000	SH	DEFINED
KB HOME	COM	48666K109	328	24,000	SH	DEFINED
KELLOGG CO	COM	487836108	1,676	36,000	SH	DEFINED
KEYCORP NEW	COM	493267108	361	69,000	SH	DEFINED
KIMBERLY CLARK CORP	COM	494368103	3,041	58,000	SH	DEFINED
KLA TENCOR CORP	COM	482480100	706	28,000	SH	DEFINED
KOHL'S CORP	COM	500255104	1,796	42,000	SH	DEFINED
KRAFT FOODS INC	COM	50075N104	5,169	204,000	SH	DEFINED
KROGER CO	COM	501044101	2,029	92,000	SH	DEFINED
L 3 COMMUNICATIONS HLDG	COM	502424104	1,664	24,000	SH	DEFINED
LEUCADIA NATL CORP	COM	527288104	548	26,000	SH	DEFINED
LG DISPLAY CO LTD	ADR	50186V102	2,181	175,000	SH	DEFINED
LIBERTY MEDIA CORP NEW	COM	53071M500	747	28,000	SH	DEFINED
LILLY ELI + CO	COM	532457108	4,815	139,000	SH	DEFINED
LINCOLN NATL CORP IN	COM	534187109	619	36,000	SH	DEFINED
LINEAR TECHNOLOGY CORP	COM	535678106	748	32,000	SH	DEFINED
LOCKHEED MARTIN CORP	COM	539830109	4,274	53,000	SH	DEFINED
LOEWS CORP	COM	540424108	1,400	51,147	SH	DEFINED
LORILLARD INC	COM	544147101	2,223	32,797	SH	DEFINED
LOWES COS INC	COM	548661107	3,940	203,000	SH	DEFINED

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M + T BK CORP	COM	55261F104	1,118	22,000	SH	DEFINED
MACYS INC	COM	55616P104	1,315	112,000	SH	DEFINED
MARATHON OIL CORP	COM	565849106	2,951	98,000	SH	DEFINED
MARRIOTT INTL INC NEW	COM	571903202	908	41,151	SH	DEFINED
MARSH + MCLENNAN COS INC	COM	571748102	1,932	96,000	SH	DEFINED
MERSHALL + ILSLEY CORP	COM	571837103	172	36,000	SH	DEFINED
MASTERCARD INC	COM	57636Q104	1,757	10,500	SH	DEFINED
MATTEL INC	COM	577081102	851	53,000	SH	DEFINED
MCAFEE INC	COM	579064106	928	22,000	SH	DEFINED
MCDONALDS CORP	COM	580135101	8,902	155,000	SH	DEFINED
MCGRAW HILL COS INC	COM	580645109	1,325	44,000	SH	DEFINED
MCKESSON CORP	COM	58155Q103	1,716	39,000	SH	DEFINED
MEDCO HEALTH SOLUTIONS	COM	58405U102	4,333	95,000	SH	DEFINED
MEDTRONIC INC	COM	585055106	5,405	155,000	SH	DEFINED
MELCO CROWN ENTERTAINMENT	ADR	585464100	5,575	1,250,000	SH	DEFINED
MEMC ELECTR MATLS INC	COM	552715104	570	32,000	SH	DEFINED
MERCK + CO INC	COM	589331107	7,904	283,000	SH	DEFINED
METLIFE INC	COM	59156R108	3,901	130,000	SH	DEFINED
METROPCS COMMUNICATIONS	COM	591708102	35,013	2,630,613	SH	SOLE
MICRON TECHNOLOGY INC	COM	595112103	576	114,000	SH	DEFINED
MICROSOFT CORP	COM	594918104	25,445	1,070,000	SH	DEFINED
MINDRAY MED INTL LTD	ADR	602675100	11,168	400,000	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	6,393	86,000	SH	DEFINED
MOODYS CORP	COM	615369105	764	29,000	SH	DEFINED
MORGAN STANLEY	COM	617446448	5,045	177,000	SH	DEFINED
MOTOROLA INC	COM	620076109	2,085	315,000	SH	DEFINED
MURPHY OIL CORP	COM	626717102	2,064	38,000	SH	DEFINED
NATIONAL OILWELL VARCO	COM	637071101	2,450	75,000	SH	DEFINED
NETAPP INC	COM	64110D104	946	48,000	SH	DEFINED
NEW ORIENTAL ED + TECH	ADR	647581107	10,104	150,000	SH	DEFINED
NEWMONT MNG CORP	COM	651639106	3,714	91,000	SH	DEFINED
NEWS CORP	COM	65248E203	3,147	298,000	SH	DEFINED
NIKE INC	COM	654106103	3,469	67,000	SH	DEFINED
NORDSTROM INC	COM	655664100	457	23,000	SH	DEFINED
NORFOLK SOUTHN CORP	COM	655844108	1,958	52,000	SH	DEFINED
NORTHERN TRUST CORP	COM	665859104	2,845	53,000	SH	DEFINED
NORTHROP GRUMMAN CORP	COM	666807102	2,056	45,000	SH	DEFINED
NOVELL INC	COM	670006105	904	200,000	SH	DEFINED
NUCOR CORP	COM	670346105	2,444	55,000	SH	DEFINED
NVIDIA CORP	COM	67066G104	892	79,000	SH	DEFINED
NYSE EURONEXT	COM	629491101	2,126	78,000	SH	DEFINED
OCCIDENTAL PETE CORP	COM	674599105	7,365	112,000	SH	DEFINED
OMNICOM GROUP	COM	681919106	1,388	44,000	SH	DEFINED
ORACLE CORP	COM	68389X105	12,959	605,000	SH	DEFINED
PACCAR INC	COM	693718108	1,625	50,000	SH	DEFINED
PARKER HANNIFIN CORP	COM	701094104	988	23,000	SH	DEFINED
PAYCHEX INC	COM	704326107	1,134	45,000	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	1,960	65,000	SH	DEFINED
PEPSI BOTTLING GROUP INC	COM	713409100	677	20,000	SH	DEFINED
PEPSICO INC	COM	713448108	11,924	217,000	SH	DEFINED
PETROLEO BRASILEIRO SA	ADR	71654V408	5,115	125,000	SH	DEFINED
PFIZER INC	COM	717081103	15,110	1,008,000	SH	DEFINED
PG+E CORP	COM	69331C108	2,422	63,000	SH	DEFINED
PHILIP MORRIS INTL	COM	718172109	13,824	317,000	SH	DEFINED
PHOENIX COMPANIES	COM	71902E109	170	101,817	SH	SOLE
PITNEY BOWES INC	COM	724479100	635	29,000	SH	DEFINED
PNC FINL SVCS GROUP INC	COM	693475105	2,716	70,000	SH	DEFINED
POLO RALPH LAUREN CORP	COM	731572103	428	8,000	SH	DEFINED
PPG INDS INC	COM	693506107	1,009	23,000	SH	DEFINED
PPL CORP	COM	69351T106	1,747	53,000	SH	DEFINED
PRAXAIR INC	COM	74005P104	3,625	51,000	SH	DEFINED
PRECISION CASTPARTS CORP	COM	740189105	1,240	17,000	SH	DEFINED

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PRICE T ROWE GROUP INC	COM	74144T108	1,875	45,000	SH	DEFINED
PRINCIPAL FINANCIAL GROUP	COM	74251V102	677	36,000	SH	DEFINED
PROCTER AND GAMBLE CO	COM	742718109	20,832	408,000	SH	DEFINED
PROGRESS ENERGY INC	COM	743263105	1,399	37,000	SH	DEFINED
PROGRESSIVE CORP OHIO	COM	743315103	1,435	95,000	SH	DEFINED
PRUDENTIAL FINL INC	COM	744320102	2,233	60,000	SH	DEFINED
PUBLIC SVC ENTERPRISE	COM	744573106	2,610	80,000	SH	DEFINED
PULTE HOMES INC	COM	745867101	795	90,000	SH	DEFINED
QUALCOMM INC	COM	747525103	11,039	244,000	SH	DEFINED
QUEST DIAGNOSTICS INC	COM	74834L100	1,241	22,000	SH	DEFINED
QUESTAR CORP	COM	748356102	1,708	55,000	SH	DEFINED
QWEST COMMUNICATIONS INTL	COM	749121109	923	223,000	SH	DEFINED
RANGE RES CORP	COM	75281A109	1,963	47,500	SH	DEFINED
RAYTHEON CO	COM	755111507	3,021	68,000	SH	DEFINED
ROCKWELL COLLINS INC	COM	774341101	918	22,000	SH	DEFINED
ROWAN COS INC	COM	779382100	867	45,000	SH	DEFINED
SCHERING PLOUGH CORP	COM	806605101	5,677	226,000	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	8,927	165,000	SH	DEFINED
SCHWAB CHARLES CORP	COM	808513105	2,875	164,000	SH	DEFINED
SEMPRA ENERGY	COM	816851109	2,283	46,000	SH	DEFINED
SIGMA ALDRICH	COM	826552101	892	18,000	SH	DEFINED
SIMON PPTY GROUP INC NEW	ADR	828806109	1,711	33,275	SH	DEFINED
SMITH INTL INC	COM	832110100	822	32,000	SH	DEFINED
SOHU COM INC	COM	83408W103	12,556	200,000	SH	DEFINED
SOUTHERN CO	COM	842587107	2,337	75,000	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	2,523	65,000	SH	DEFINED
SPECTRA ENERGY CORP	COM	847560109	1,437	85,000	SH	DEFINED
SPRINT NEXTEL CORP	COM	852061100	1,741	362,000	SH	DEFINED
ST JUDE MED INC	COM	790849103	2,055	50,000	SH	DEFINED
STANLEY WORKS	COM	854616109	406	12,000	SH	DEFINED
STAPLES INC	COM	855030102	1,997	99,000	SH	DEFINED
STARWOOD HOTELS + RESORTS	COM	85590A401	576	26,000	SH	DEFINED
STATE STREET CORPORATION	COM	857477103	3,304	70,000	SH	DEFINED
STRYKER CORP	COM	863667101	1,390	35,000	SH	DEFINED
SUN MICROSYSTEMS INC	COM	866810203	867	94,000	SH	DEFINED
SUNTRUST BKS INC	COM	867914103	1,217	74,000	SH	DEFINED
SYMANTEC CORP	COM	871503108	1,852	119,000	SH	DEFINED
SYSCO CORP	COM	871829107	1,887	84,000	SH	DEFINED
TAIWAN GTR CHINA FD	COM	874037104	290	61,343	SH	DEFINED
TARGET CORP	COM	87612E106	4,063	103,000	SH	DEFINED
TELENORTE LESTE PARTICIP	ADR	879246106	230	15,500	SH	DEFINED
TELEFONOS DE MEXICO S A	ADR	879403707	1,522	95,000	SH	DEFINED
TELEFONOS DE MEXICO S A	ADR	879403780	1,880	116,000	SH	DEFINED
TELEMEX INTERNATIONAL SAB	ADR	879690105	1,462	116,000	SH	DEFINED
TELMEX INTERNACIONAL SAB	ADR	879690204	1,178	95,000	SH	DEFINED
TENET HEALTHCARE CORP	COM	88033G100	770	273,000	SH	DEFINED
TEVA PHARMACEUTICAL INDS	ADR	881624209	1,500	30,400	SH	DEFINED
TEXAS INSTRS INC	COM	882508104	3,174	149,000	SH	DEFINED
THERMO FISHER SCIENTIFIC	COM	883556102	2,405	59,000	SH	DEFINED
TIFFANY + CO NEW	COM	886547108	482	19,000	SH	DEFINED
TIME WARNER CABLE INC	COM	88732J207	1,315	41,536	SH	DEFINED
TIME WARNER INC	COM	887317303	4,188	166,333	SH	DEFINED
TJX COS INC NEW	COM	872540109	2,672	85,000	SH	DEFINED
TORONTO DOMINION BK ONT	COM	891160509	921	17,810	SH	DEFINED
TRAVELERS COS INC	COM	89417E109	4,391	107,000	SH	DEFINED
TYCO ELECTRON SWITZERLAND	COM	H8912P106	1,224	66,000	SH	DEFINED
UNION PAC CORP	COM	907818108	3,644	70,000	SH	DEFINED
UNITED PARCEL SVC INC	COM	911312106	6,894	138,000	SH	DEFINED
UNITED STS STL CORP NEW	COM	912909108	1,787	50,000	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	7,378	142,000	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	4,694	188,000	SH	DEFINED
UNUM GROUP	COM	91529Y106	1,253	79,000	SH	DEFINED

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US BANCORP DEL	COM	902973304	4,767	266,000	SH	DEFINED
V F CORP	COM	918204108	1,107	20,000	SH	DEFINED
VALE SA	ADR	91912E105	2,906	165,000	SH	DEFINED
VALERO ENERGY CORP	COM	91913Y100	1,668	99,000	SH	DEFINED
VERISIGN INC	COM	92343E102	536	29,000	SH	DEFINED
VERIZON COMMUNICATIONS	COM	92343V104	13,078	426,000	SH	DEFINED
VIACOM INC NEW	COM	92553P201	1,975	87,000	SH	DEFINED
VULCAN MATLS CO	COM	929160109	560	13,000	SH	DEFINED
WAL MART STORES INC	COM	931142103	15,043	311,000	SH	DEFINED
WALGREEN CO	COM	931422109	4,056	138,000	SH	DEFINED
WASTE MGMT INC DEL	COM	94106L109	2,844	101,000	SH	DEFINED
WATERS CORP	COM	941848103	771	15,000	SH	DEFINED
WELLPOINT INC	COM	94973V107	4,068	80,000	SH	DEFINED
WELLS FARGO + CO NEW	COM	949746101	13,100	540,000	SH	DEFINED
WESTERN UN CO	COM	959802109	1,672	102,000	SH	DEFINED
WEYERHAEUSER CO	COM	962166104	943	31,000	SH	DEFINED
WHIRLPOOL CORP	COM	963320106	468	11,000	SH	DEFINED
WILLIAMS COS INC	COM	969457100	1,825	117,000	SH	DEFINED
WINDSTREAM CORP	COM	97381W104	518	62,000	SH	DEFINED
WISCONSIN ENERGY CORP	COM	976657106	692	17,000	SH	DEFINED
WYETH	COM	983024100	9,381	207,000	SH	DEFINED
XCEL ENERGY INC	COM	98389B100	1,178	64,000	SH	DEFINED
XILINX INC	COM	983919101	798	39,000	SH	DEFINED
XL CAPITAL LTD	COM	G98255105	1,616	141,000	SH	DEFINED
XTO ENERGY INC	COM	98385X106	3,926	103,000	SH	DEFINED
YAHOO INC	COM	984332106	3,725	238,000	SH	DEFINED
YUM BRANDS INC	COM	988498101	2,167	65,000	SH	DEFINED
ZIMMER HOLDINGS INC	COM	98956P102	1,363	32,000	SH	DEFINED
ZIONS BANCORP	COM	989701107	190	16,500	SH	DEFINED
			1,389,347			