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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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28-\_\_\_\_\_

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  
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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  
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			