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BP PLC  
Form 13F-HR  
May 12, 2008

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2008

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                      8TH May 2008  
-----  
[Signature]                      [City,State]                      [Date]

Report Type (Check only one.):

- 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: 389  
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 Form 13F Information Table Value Total: \$ 2,558,117  
 -----  
 (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  
 MARCH 31, 2008

ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES /PRN AMT	SH/PRN	INVESTMENT DISCRETION	MANAG
3M CO	COM	88579Y101	10747	136000	SH	DEFINED	01
ABBOTT LABS	COM	002824100	15802	287000	SH	DEFINED	01
ABERCROMBIE + FITCH CO	COM	002896207	1170	16000	SH	DEFINED	01
ACE LTD	COM	G0070K103	4185	76000	SH	DEFINED	01
ADOBE SYS INC	COM	00724F101	4265	120000	SH	DEFINED	01
ADVANCED MICRO DEVICES INC	COM	007903107	586	100000	SH	DEFINED	01
AES CORP	COM	00130H105	2182	131000	SH	DEFINED	01
AETNA INC	COM	00817Y108	4117	98000	SH	DEFINED	01
AFLAC INC	COM	001055102	6630	102100	SH	DEFINED	01
AGILENT TECHNOLOGIES INC	COM	00846U101	2411	81000	SH	DEFINED	01
AIR PRODS + CHEMS INC	COM	009158106	4959	54000	SH	DEFINED	01
ALCOA INC	COM	013817101	6266	174000	SH	DEFINED	01
ALLEGHENY ENERGY INC	COM	017361106	2828	56000	SH	DEFINED	01
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	2351	33000	SH	DEFINED	01
ALLSTATE CORP	COM	020002101	5182	108000	SH	DEFINED	01
ALTERA CORP	COM	021441100	1401	76000	SH	DEFINED	01
ALTRIA GROUP INC	COM	02209S103	9808	443000	SH	DEFINED	01

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AMAZON COM INC	COM	023135106	4064	57000	SH	DEFINED	01
AMEREN CORP	COM	023608102	1495	34000	SH	DEFINED	01
AMERICA MOVIL S A DE C V	ADR	02364W204	19020	300000	SH	DEFINED	01
AMERICA MOVIL SAB DE CV	ADR	02364W105	6365	100000	SH	DEFINED	01
AMERICAN ELEC PWR INC	COM	025537101	4573	110000	SH	DEFINED	01
AMERICAN EXPRESS CO	COM	025816109	10214	234000	SH	DEFINED	01
AMERICAN INTL GROUP INC	COM	026874107	21058	487000	SH	DEFINED	01
AMERICAN TOWER CORP	COM	029912201	2702	69000	SH	DEFINED	01
AMERIPRISE FINL INC	COM	03076C106	1862	36000	SH	DEFINED	01
AMERISOURCEBERGEN CORP	COM	03073E105	1598	39000	SH	DEFINED	01
AMGEN INC	COM	031162100	8590	206000	SH	DEFINED	01
ANADARKO PETE CORP	COM	032511107	5979	95000	SH	DEFINED	01
ANALOG DEVICES INC	COM	032654105	1830	62000	SH	DEFINED	01
ANHEUSER BUSCH COS INC	COM	035229103	6689	141000	SH	DEFINED	01
AON CORP	COM	037389103	3252	81000	SH	DEFINED	01
APACHE CORP	COM	037411105	7602	63000	SH	DEFINED	01
APOLLO GROUP INC	COM	037604105	1468	34000	SH	DEFINED	01
APPLE INC	COM	037833100	22386	156000	SH	DEFINED	01
APPLIED MATERIALS INC	COM	038222105	5763	296000	SH	DEFINED	01
ARCH CAP GROUP LTD	COM	G0450A105	1576	23000	SH	DEFINED	01
ARCHER DANIELS MIDLAND CO	COM	039483102	6285	153000	SH	DEFINED	01
ASSURANT INC	COM	04621X108	1943	32000	SH	DEFINED	01
AT+T INC	COM	00206R102	46524	1216000	SH	DEFINED	01
AUTOMATIC DATA PROCESSING INC	COM	053015103	4365	103000	SH	DEFINED	01
AVON PRODS INC	COM	054303102	3161	80000	SH	DEFINED	01
BAKER HUGHES INC	COM	057224107	5274	77000	SH	DEFINED	01
BANCO BRADESCO SA	ADR	059460303	1940	70000	SH	DEFINED	01
BANCO ITAU S A	ADR	059602201	1136	50000	SH	DEFINED	01
BANK AMER CORP	COM	060505104	32480	857000	SH	DEFINED	01
BANK NEW YORK MELLON CORP	COM	064058100	10540	253000	SH	DEFINED	01
BARD C R INC	COM	067383109	2215	23000	SH	DEFINED	01
BAXTER INTL INC	COM	071813109	8375	145000	SH	DEFINED	01
BB+T CORP	COM	054937107	3302	103000	SH	DEFINED	01
BECTON DICKINSON + CO	COM	075887109	3857	45000	SH	DEFINED	01
BED BATH + BEYOND INC	COM	075896100	1474	50000	SH	DEFINED	01
BEST BUY CO INC	COM	086516101	2855	69000	SH	DEFINED	01
BIOGEN IDEC INC	COM	09062X103	3634	59000	SH	DEFINED	01
BLACK + DECKER CORPORATION	COM	091797100	858	13000	SH	DEFINED	01
BLOCK H + R INC	COM	093671105	1287	62000	SH	DEFINED	01
BMC SOFTWARE INC	COM	055921100	1299	40000	SH	DEFINED	01
BOEING CO	COM	097023105	12111	163000	SH	DEFINED	01
BRISTOL MYERS SQUIBB CO	COM	110122108	9040	425000	SH	DEFINED	01
BROADCOM CORP	COM	111320107	1596	83000	SH	DEFINED	01
BURLINGTON NORTHN SANTA FE	COM	12189T104	5256	57000	SH	DEFINED	01
CA INC	COM	12673P105	1752	78000	SH	DEFINED	01
CAPITAL ONE FINL CORP	COM	14040H105	3439	70000	SH	DEFINED	01
CARDINAL HEALTH INC	COM	14149Y108	3982	76000	SH	DEFINED	01
CARNIVAL CORP	COM	143658300	3150	78000	SH	DEFINED	01
CATERPILLAR INC	COM	149123101	9621	123000	SH	DEFINED	01
CB RICHARD ELLIS GROUP INC	COM	12497T101	907	42000	SH	DEFINED	01
CBS CORP CLASS B	COM	124857202	2870	130000	SH	DEFINED	01
CELGENE CORP	COM	151020104	5936	97000	SH	DEFINED	01
CEMEX S.A.B DE C.C ADR	ADR	151290889	6800	260346	SH	DEFINED	01
CENTERPOINT ENERGY INC	COM	15189T107	1368	96000	SH	DEFINED	01
CENTEX CORP	COM	152312104	775	32000	SH	DEFINED	01
CHESAPEAKE ENERGY CORP	COM	165167107	3965	86000	SH	DEFINED	01
CHEVRON CORP	COM	166764100	34685	407000	SH	DEFINED	01
CHUBB CORP	COM	171232101	3605	73000	SH	DEFINED	01
CIGNA CORP	COM	125509109	2512	62000	SH	DEFINED	01
CINTAS CORP	COM	172908105	713	25000	SH	DEFINED	01
CISCO SYS INC	COM	17275R102	29402	1220000	SH	DEFINED	01
CITADEL BROADCASTING CORP	COM	17285T106	93	58000	SH	DEFINED	01

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CITIGROUP INC	COM	172967101	20467	960000	SH	DEFINED	01
CITIZENS COMMUNICATIONS CO	COM	17453B101	932	89000	SH	DEFINED	01
CITRIX SYS INC	COM	177376100	1365	46531	SH	DEFINED	01
CME GROUP INC	COM	12572Q105	5140	11000	SH	DEFINED	01
COACH INC	COM	189754104	2649	88000	SH	DEFINED	01
COCA COLA CO	COM	191216100	25622	421000	SH	DEFINED	01
COCA COLA ENTERPRISES INC	COM	191219104	1354	56000	SH	DEFINED	01
COGNIZANT TECHNOLOGY SOLUTIONS	COM	192446102	2358	82000	SH	DEFINED	01
COLGATE PALMOLIVE CO	COM	194162103	9573	123000	SH	DEFINED	01
COMCAST CORP NEW	COM	20030N101	11252	583000	SH	DEFINED	01
COMERICA INC	COM	200340107	1400	40000	SH	DEFINED	01
COMPANHIA DE BEBIDAS DAS AMERS	ADR	20441W203	981	13000	SH	DEFINED	01
COMPANHIA SIDERURGICA NATL	ADR	20440W105	1173	32700	SH	DEFINED	01
COMPANHIA VALE DO RIO DOCE	ADR	204412209	6920	200000	SH	DEFINED	01
COMPUTER SCIENCES CORP	COM	205363104	1384	34000	SH	DEFINED	01
CONAGRA INC	COM	205887102	3037	127000	SH	DEFINED	01
CONOCOPHILLIPS	COM	20825C104	22836	300000	SH	DEFINED	01
CONSOL ENERGY INC	COM	20854P109	1381	20000	SH	DEFINED	01
CONSTELLATION ENERGY GROUP INC	COM	210371100	4146	47000	SH	DEFINED	01
CORNING INC	COM	219350105	7320	305000	SH	DEFINED	01
COSTCO WHSL CORP NEW	COM	22160K105	4218	65000	SH	DEFINED	01
COVENTRY HEALTH CARE INC	COM	222862104	2098	52000	SH	DEFINED	01
COVIDIEN LTD	COM	G2552X108	3982	90000	SH	DEFINED	01
CSX CORP	COM	126408103	4643	83000	SH	DEFINED	01
CUMMINS INC	COM	231021106	1965	42000	SH	DEFINED	01
CVS CAREMARK CORP	COM	126650100	12664	313000	SH	DEFINED	01
D R HORTON INC	COM	23331A109	973	62000	SH	DEFINED	01
DANAHER CORP	COM	235851102	4258	56000	SH	DEFINED	01
DEERE + CO	COM	244199105	6905	86000	SH	DEFINED	01
DELL INC	COM	24702R101	8470	425000	SH	DEFINED	01
DENISON MINES CORP	COM	248356107	190	30240	SH	DEFINED	01
DEVON ENERGY CORPORATION NEW	COM	25179M103	8761	84000	SH	DEFINED	01
DIRECTV GROUP INC	COM	25459L106	4554	184000	SH	DEFINED	01
DISNEY WALT CO	COM	254687106	12415	396000	SH	DEFINED	01
DOMINION RES INC VA NEW	COM	25746U109	3348	82000	SH	DEFINED	01
DONNELLEY R R + SONS CO	COM	257867101	1362	45000	SH	DEFINED	01
DOVER CORP	COM	260003108	1669	40000	SH	DEFINED	01
DOW CHEM CO	COM	260543103	6955	189000	SH	DEFINED	01
DTE ENERGY CO	COM	233331107	1320	34000	SH	DEFINED	01
DU PONT E I DE NEMOURS + CO	COM	263534109	8462	181000	SH	DEFINED	01
DUKE ENERGY HLDG CORP	COM	26441C105	5079	285000	SH	DEFINED	01
EASTMAN KODAK CO	COM	277461109	917	52000	SH	DEFINED	01
EATON CORP	COM	278058102	2150	27000	SH	DEFINED	01
EBAY INC	COM	278642103	7482	251000	SH	DEFINED	01
ECOLAB INC	COM	278865100	2993	69000	SH	DEFINED	01
EDISON INTL	COM	281020107	3823	78000	SH	DEFINED	01
EL PASO CORP	COM	28336L109	3239	195000	SH	DEFINED	01
ELECTRONIC ARTS INC	COM	285512109	3641	73000	SH	DEFINED	01
EMBARQ CORP	COM	29078E105	1602	40000	SH	DEFINED	01
EMBRAER EMPRESA BRASILEIRA DE	ADR	29081M102	394	10000	SH	DEFINED	01
EMC CORP	COM	268648102	6597	461000	SH	DEFINED	01
EMERSON ELEC CO	COM	291011104	8851	172000	SH	DEFINED	01
ENTERGY CORP NEW	COM	29364G103	4027	37000	SH	DEFINED	01
EOG RESOURCES INC	COM	26875P101	6360	53000	SH	DEFINED	01
EQUITY RESIDENTIAL	COM	29476L107	2150	52000	SH	DEFINED	01
ESC SEAGATE TECHNOLOGY	COM	811804988	0	20000	SH	DEFINED	01
EXELON CORP	COM	30161N101	11273	139000	SH	DEFINED	01
EXPRESS SCRIPTS INC	COM	302182100	3537	55000	SH	DEFINED	01
EXXON MOBIL CORP	COM	30231G102	92001	1088000	SH	DEFINED	01
FEDERAL HOME LN MTG CORP	COM	313400301	3133	123750	SH	DEFINED	01
FEDERAL NATL MTG ASSN	COM	313586109	4736	180000	SH	DEFINED	01
FEDEX CORP	COM	31428X106	5190	56000	SH	DEFINED	01

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FIFTH THIRD BANCORP	COM	316773100	2134	102000	SH	DEFINED	01
FIRST HORIZON NATL CORP	COM	320517105	490	35000	SH	DEFINED	01
FIRSTENERGY CORP	COM	337932107	4735	69000	SH	DEFINED	01
FISERV INC	COM	337738108	2789	58000	SH	DEFINED	01
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	683	73000	SH	DEFINED	01
FLUOR CORP NEW	COM	343412102	4512	32000	SH	DEFINED	01
FOCUS MEDIA HLDG LTD	ADR	34415V109	7028	200000	SH	DEFINED	01
FOMENTO ECONOMICO MEXICANO SAB	ADR	344419106	4637	111300	SH	DEFINED	01
FORD MTR CO DEL	COM	345370860	1653	290000	SH	DEFINED	01
FOREST LABS INC	COM	345838106	2437	61000	SH	DEFINED	01
FOSTER WHEELER LTD	COM	G36535139	1585	28000	SH	DEFINED	01
FPL GROUP INC	COM	302571104	5896	94000	SH	DEFINED	01
FRANKLIN RES INC	COM	354613101	3389	35000	SH	DEFINED	01
FREEMPORT MCMORAN COPPER + GOLD	COM	35671D857	7117	74000	SH	DEFINED	01
GANNETT INC	COM	364730101	1249	43000	SH	DEFINED	01
GAP INC	COM	364760108	2496	127000	SH	DEFINED	01
GENENTECH INC	COM	368710406	1541	19000	SH	DEFINED	01
GENERAL DYNAMICS CORP	COM	369550108	7251	87000	SH	DEFINED	01
GENERAL ELEC CO	COM	369604103	71931	1952000	SH	DEFINED	01
GENERAL MLS INC	COM	370334104	3827	64000	SH	DEFINED	01
GENERAL MTRS CORP	COM	370442105	1886	99000	SH	DEFINED	01
GENUINE PARTS CO	COM	372460105	1365	34000	SH	DEFINED	01
GENZYME CORP	COM	372917104	4168	56000	SH	DEFINED	01
GILEAD SCIENCES INC	COM	375558103	10300	200000	SH	DEFINED	01
GOLDMAN SACHS GROUP INC	COM	38141G104	12703	77000	SH	DEFINED	01
GOOGLE INC	COM	38259P508	18058	41000	SH	DEFINED	01
GRUPO TELEVISION SA DE CV	ADR	40049J206	3754	155000	SH	DEFINED	01
HALLIBURTON CO	COM	406216101	9793	249000	SH	DEFINED	01
HARLEY DAVIDSON INC	COM	412822108	1800	48000	SH	DEFINED	01
HARMAN INTL INDS INC NEW	COM	413086109	565	13000	SH	DEFINED	01
HARTFORD FINANCIAL SVCS GRP	COM	416515104	4541	60000	SH	DEFINED	01
HASBRO INC	COM	418056107	891	32000	SH	DEFINED	01
HEINZ H J CO	COM	423074103	3704	79000	SH	DEFINED	01
HELLENIC TELECOMMUNICATIONS	ADR	423325307	391	27778	SH	DEFINED	01
HERSHEY CO / THE	COM	427866108	1241	33000	SH	DEFINED	01
HESS CORP	COM	42809H107	6074	69000	SH	DEFINED	01
HEWLETT PACKARD CO	COM	428236103	23561	516000	SH	DEFINED	01
HOME DEPOT INC	COM	437076102	11312	405000	SH	DEFINED	01
HONEYWELL INTL INC	COM	438516106	9479	168000	SH	DEFINED	01
HOSPIRA INC	COM	441060100	1196	28000	SH	DEFINED	01
IAC INTERACTIVECORP	COM	44919P300	1160	56000	SH	DEFINED	01
ILLINOIS TOOL WKS INC	COM	452308109	5161	107000	SH	DEFINED	01
INGERSOLL RAND COMPANY LIMITED	COM	G4776G101	3205	72000	SH	DEFINED	01
INTEL CORP	COM	458140100	25543	1206000	SH	DEFINED	01
INTERCONTINENTAL EXCHANGE INC	COM	45865V100	165488	1268111	SH	SOLE	01
INTERCONTINENTALEXCHANGE INC	COM	45865V100	1696	13000	SH	DEFINED	01
INTERNATIONAL BUSINESS MACHS	COM	459200101	32551	283000	SH	DEFINED	01
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	2610	65000	SH	DEFINED	01
INTERNATIONAL PAPER CO	COM	460146103	2309	85000	SH	DEFINED	01
INTUIT	COM	461202103	1837	68000	SH	DEFINED	01
IONA TECHNOLOGIES PLC	ADR	46206P109	250	65000	SH	DEFINED	01
ISHARES TR	COM	464287564	16411	207000	SH	DEFINED	01
ITT CORP NEW	COM	450911102	3156	61000	SH	DEFINED	01
JABIL CIRCUIT INC	COM	466313103	424	45000	SH	DEFINED	01
JOHNSON + JOHNSON	COM	478160104	38291	591000	SH	DEFINED	01
JOHNSON CTLS INC	COM	478366107	4354	129000	SH	DEFINED	01
JOY GLOBAL INC	COM	481165108	1496	23000	SH	DEFINED	01
JP MORGAN US POOLED	COM	41899Z910	22538	15126459	SH	DEFINED	01
JPMORGAN CHASE + CO	COM	46625H100	28806	671000	SH	DEFINED	01
JUNIPER NETWORKS INC	COM	48203R104	2500	100000	SH	DEFINED	01
KB HOME	COM	48666K109	420	17000	SH	DEFINED	01
KELLOGG CO	COM	487836108	2,418	46000	SH	DEFINED	01

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KEYCORP NEW	COM	493267108	1709	78000	SH	DEFINED	01
KIMBERLY CLARK CORP	COM	494368103	5288	82000	SH	DEFINED	01
KLA TENCOR CORP	COM	482480100	1336	36000	SH	DEFINED	01
KOHL'S CORP	COM	500255104	2825	66000	SH	DEFINED	01
KRAFT FOODS INC	COM	50075N104	8742	282000	SH	DEFINED	01
KROGER CO	COM	501044101	3370	133000	SH	DEFINED	01
L 3 COMMUNICATIONS HLDG CORP	COM	502424104	3820	35000	SH	DEFINED	01
LEHMAN BROTHERS HLDGS INC	COM	524908100	3854	103000	SH	DEFINED	01
LG DISPLAY CO LTD	ADR	50186V102	3903	175000	SH	DEFINED	01
LIBERTY MEDIA CORP NEW	COM	53071M500	804	36000	SH	DEFINED	01
LILLY ELI + CO	COM	532457108	9632	187000	SH	DEFINED	01
LINCOLN NATL CORP IN	COM	534187109	3890	75000	SH	DEFINED	01
LINEAR TECHNOLOGY CORP	COM	535678106	1837	60000	SH	DEFINED	01
LOCKHEED MARTIN CORP	COM	539830109	7844	79000	SH	DEFINED	01
LOEWS CORP	COM	540424108	5021	125000	SH	DEFINED	01
LOWES COS INC	COM	548661107	6529	285000	SH	DEFINED	01
M + T BK CORP	COM	55261F104	1205	15000	SH	DEFINED	01
MACYS INC	COM	55616P104	2737	119000	SH	DEFINED	01
MARATHON OIL CORP	COM	565849106	7747	170000	SH	DEFINED	01
MARRIOTT INTL INC NEW	COM	571903202	2749	80000	SH	DEFINED	01
MARSH + MCLENNAN COS INC	COM	571748102	3162	130000	SH	DEFINED	01
MARSHALL + ILSLEY CORP NEW	COM	571837103	1276	55000	SH	DEFINED	01
MASCO CORP	COM	574599106	1464	74000	SH	DEFINED	01
MATTEL INC	COM	577081102	1570	79000	SH	DEFINED	01
MBIA INC	COM	55262C100	403	33000	SH	DEFINED	01
MCDONALDS CORP	COM	580135101	13935	250000	SH	DEFINED	01
MCGRAW HILL COS INC	COM	580645109	2362	64000	SH	DEFINED	01
MCKESSON CORP	COM	58155Q103	3139	60000	SH	DEFINED	01
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	5250	120000	SH	DEFINED	01
MEDTRONIC INC	COM	585055106	10248	212000	SH	DEFINED	01
MEMC ELECTR MATLS INC	COM	552715104	4395	62000	SH	DEFINED	01
MERCK + CO INC	COM	589331107	17816	469579	SH	DEFINED	01
MERRILL LYNCH + CO INC	COM	590188108	7426	183000	SH	DEFINED	01
METLIFE INC	COM	59156R108	9507	158000	SH	DEFINED	01
METROPCS COMMUNICATIONS INC	COM	591708102	44141	2596512	SH	SOLE	01
MICRON TECHNOLOGY INC	COM	595112103	988	165500	SH	DEFINED	01
MICROSOFT CORP	COM	594918104	44840	1585000	SH	DEFINED	01
MOLEX INC	COM	608554101	716	31000	SH	DEFINED	01
MONSANTO CO NEW	COM	61166W101	12989	117000	SH	DEFINED	01
MONSTER WORLDWIDE INC	COM	611742107	580	24000	SH	DEFINED	01
MORGAN STANLEY	COM	617446448	10299	226000	SH	DEFINED	01
MOTOROLA INC	COM	620076109	4157	448000	SH	DEFINED	01
NATIONAL CITY CORP	COM	635405103	975	98000	SH	DEFINED	01
NATIONAL OILWELL VARCO INC	COM	637071101	4021	69000	SH	DEFINED	01
NETAPP INC	COM	64110D104	1444	72000	SH	DEFINED	01
NETEZZA CORP	COM	64111N101	925	100087	SH	SOLE	01
NEWELL RUBBERMAID INC	COM	651229106	1188	52000	SH	DEFINED	01
NEWMONT MNG CORP	COM	651639106	5752	127000	SH	DEFINED	01
NEWS CORP	COM	65248E204	8977	472000	SH	DEFINED	01
NIKE INC	COM	654106103	6180	91000	SH	DEFINED	01
NOBLE CORPORATION	COM	G65422100	2980	60000	SH	DEFINED	01
NORDSTROM INC	COM	655664100	1532	47000	SH	DEFINED	01
NORFOLK SOUTHN CORP	COM	655844108	4067	75000	SH	DEFINED	01
NORTHERN TRUST CORP	COM	665859104	3383	51000	SH	DEFINED	01
NORTHROP GRUMMAN CORP	COM	666807102	4975	64000	SH	DEFINED	01
NOVELL INC	COM	670006105	389	62000	SH	DEFINED	01
NUCOR CORP	COM	670346105	4533	67000	SH	DEFINED	01
NVIDIA CORP	COM	67066G104	2098	106000	SH	DEFINED	01
NYSE EURONEXT	COM	629491101	3141	51000	SH	DEFINED	01
OCCIDENTAL PETE CORP	COM	674599105	13814	189000	SH	DEFINED	01
OMNICOM GROUP	COM	681919106	3089	70000	SH	DEFINED	01
ORACLE CORP	COM	68389X105	16796	860000	SH	DEFINED	01

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ORBOTECH LTD	COM	M75253100	579	31590	SH	DEFINED	01
PACCAR INC	COM	693718108	3240	72000	SH	DEFINED	01
PARKER HANNIFIN CORP	COM	701094104	2353	34000	SH	DEFINED	01
PAYCHEX INC	COM	704326107	2260	66000	SH	DEFINED	01
PEABODY ENERGY CORP	COM	704549104	3817	75000	SH	DEFINED	01
PENNEY J C INC	COM	708160106	1993	53000	SH	DEFINED	01
PEPSI BOTTLING GROUP INC	COM	713409100	1321	39000	SH	DEFINED	01
PEPSICO INC	COM	713448108	22665	314000	SH	DEFINED	01
PETROLEO BRASILEIRO SA	ADR	71654V408	9184	90000	SH	DEFINED	01
PFIZER INC	COM	717081103	26998	1293000	SH	DEFINED	01
PG+E CORP	COM	69331C108	3273	89000	SH	DEFINED	01
PHILIP MORRIS INTL ORD SHR	COM	718172109	22345	443000	SH	DEFINED	01
PHOENIX COMPANIES	COM	71902E109	1243	101817	SH	SOLE	
PITNEY BOWES INC	COM	724479100	1504	43000	SH	DEFINED	01
PNC FINL SVCS GROUP INC	COM	693475105	5507	84000	SH	DEFINED	01
PPG INDS INC	COM	693506107	1933	32000	SH	DEFINED	01
PPL CORP	COM	69351T106	3164	69000	SH	DEFINED	01
PRAXAIR INC	COM	74005P104	6304	75000	SH	DEFINED	01
PRICE T ROWE GROUP INC	COM	74144T108	2597	52000	SH	DEFINED	01
PRINCIPAL FINANCIAL GROUP	COM	74251V102	4290	77000	SH	DEFINED	01
PROCTER AND GAMBLE CO	COM	742718109	43388	620000	SH	DEFINED	01
PROGRESS ENERGY INC	COM	743263105	2083	50000	SH	DEFINED	01
PROGRESSIVE CORP OHIO	COM	743315103	2216	138000	SH	DEFINED	01
PRUDENTIAL FINL INC	COM	744320102	6800	87000	SH	DEFINED	01
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	3852	96000	SH	DEFINED	01
PULTE HOMES INC	COM	745867101	595	41000	SH	DEFINED	01
QUALCOMM INC	COM	747525103	12701	310000	SH	DEFINED	01
QUEST DIAGNOSTICS INC	COM	74834L100	1629	36000	SH	DEFINED	01
QUESTAR CORP	COM	748356102	2315	41000	SH	DEFINED	01
RAYTHEON CO	COM	755111507	6586	102000	SH	DEFINED	01
ROBERT HALF INTL INC	COM	770323103	849	33000	SH	DEFINED	01
ROCKWELL AUTOMATION INC	COM	773903109	1777	31000	SH	DEFINED	01
ROCKWELL COLLINS INC	COM	774341101	1770	31000	SH	DEFINED	01
ROHM + HAAS CO	COM	775371107	2000	37000	SH	DEFINED	01
SAFECO CORP	COM	786429100	876	20000	SH	DEFINED	01
SAFeway INC	COM	786514208	2344	80000	SH	DEFINED	01
SANDISK CORP	COM	80004C101	743	33000	SH	DEFINED	01
SARA LEE CORP	COM	803111103	2027	145000	SH	DEFINED	01
SCHERING PLOUGH CORP	COM	806605101	4467	310000	SH	DEFINED	01
SCHLUMBERGER LTD	COM	806857108	22246	256000	SH	DEFINED	01
SCHWAB CHARLES CORP	COM	808513105	4174	222000	SH	DEFINED	01
SEARS HLDGS CORP	COM	812350106	1632	16000	SH	DEFINED	01
SEMPRA ENERGY	COM	816851109	2767	52000	SH	DEFINED	01
SIGMA ALDRICH	COM	826552101	1549	26000	SH	DEFINED	01
SIMON PPTY GROUP INC NEW	COM	828806109	3984	43000	SH	DEFINED	01
SLM CORP	COM	78442P106	1242	81000	SH	DEFINED	01
SMITH INTL INC	COM	832110100	2438	38000	SH	DEFINED	01
SOHU COM INC	COM	83408W103	18020	400000	SH	DEFINED	01
SOUTHERN CO	COM	842587107	5549	156000	SH	DEFINED	01
SOUTHWEST AIRLS CO	COM	844741108	1857	150000	SH	DEFINED	01
SOVEREIGN BANCORP INC	COM	845905108	911	98000	SH	DEFINED	01
SPECTRA ENERGY CORP	COM	847560109	2634	116000	SH	DEFINED	01
SPRINT NEXTEL CORP	COM	852061100	3556	534000	SH	DEFINED	01
ST JUDE MED INC	COM	790849103	3839	89000	SH	DEFINED	01
STANLEY WORKS	COM	854616109	714	15000	SH	DEFINED	01
STAPLES INC	COM	855030102	2916	132000	SH	DEFINED	01
STARWOOD HOTELS + RESORTS INC	COM	85590A401	2429	47000	SH	DEFINED	01
STATE STREET CORPORATION	COM	857477103	7030	89000	SH	DEFINED	01
STRYKER CORP	COM	863667101	3443	53000	SH	DEFINED	01
SUN MICROSYSTEMS INC	COM	866810203	2714	175000	SH	DEFINED	01
SUNTRUST BKS INC	COM	867914103	3747	68000	SH	DEFINED	01
SUPERVALU INC	COM	868536103	1258	42000	SH	DEFINED	01

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SYMANTEC CORP	COM	871503108	2852	172000	SH	DEFINED	01
SYSCO CORP	COM	871829107	2757	95000	SH	DEFINED	01
TAIWAN GTR CHINA FD	COM	874037104	587	85096	SH	DEFINED	01
TARGET CORP	COM	87612E106	8196	162000	SH	DEFINED	01
TELE NORTE LESTE PARTICIPACOES	ADR	879246106	411	15500	SH	DEFINED	01
TELEFONOS DE MEXICO S A	ADR	879403780	4362	116000	SH	DEFINED	01
TELEFONOS DE MEXICO S A	ADR	879403707	3538	95000	SH	DEFINED	01
TELLABS INC	COM	879664100	544	100000	SH	DEFINED	01
TENET HEALTHCARE CORP	COM	88033G100	791	140000	SH	DEFINED	01
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	2077	45000	SH	DEFINED	01
TEXAS INSTRS INC	COM	882508104	7633	270000	SH	DEFINED	01
TEXTRON INC	COM	883203101	3713	67000	SH	DEFINED	01
THERMO FISHER SCIENTIFIC INC	COM	883556102	5855	103000	SH	DEFINED	01
TIFFANY + CO NEW	COM	886547108	1086	26000	SH	DEFINED	01
TIME WARNER INC NEW	COM	887317105	9898	706000	SH	DEFINED	01
TJX COS INC NEW	COM	872540109	3633	110000	SH	DEFINED	01
TORONTO DOMINION BK ONT	COM	891160509	1092	17810	SH	DEFINED	01
TRANE INC	COM	892893108	1421	31000	SH	DEFINED	01
TRANSOCEAN INC	COM	G90073100	8103	60000	SH	DEFINED	01
TRAVELERS COS INC	COM	89417E109	5349	112000	SH	DEFINED	01
TURKCELL ILETISIM HIZMETLERI A	ADR	900111204	2502	120000	SH	DEFINED	01
TYCO ELECTRONICS LTD	COM	G9144P105	3323	97000	SH	DEFINED	01
TYCO INTERNATIONAL LTD BERMUDA	COM	G9143X208	3957	90000	SH	DEFINED	01
UNION PAC CORP	COM	907818108	5887	47000	SH	DEFINED	01
UNITED PARCEL SVC INC	COM	911312106	14456	198000	SH	DEFINED	01
UNITED STS STL CORP NEW	COM	912909108	2785	22000	SH	DEFINED	01
UNITED TECHNOLOGIES CORP	COM	913017109	14023	204000	SH	DEFINED	01
UNITEDHEALTH GROUP INC	COM	91324P102	8691	253000	SH	DEFINED	01
UNUM GROUP	COM	91529Y106	3037	138000	SH	DEFINED	01
US BANCORP DEL	COM	902973304	10598	328000	SH	DEFINED	01
VALERO ENERGY CORP	COM	91913Y100	8005	163000	SH	DEFINED	01
VERISIGN INC	COM	92343E102	1496	45000	SH	DEFINED	01
VERIZON COMMUNICATIONS	COM	92343V104	21518	591000	SH	DEFINED	01
VIACOM INC NEW	COM	92553P201	5105	129000	SH	DEFINED	01
VULCAN MATLS CO	COM	929160109	1061	16000	SH	DEFINED	01
WACHOVIA CORP 2ND NEW	COM	929903102	9812	364770	SH	DEFINED	01
WAL MART STORES INC	COM	931142103	25100	477000	SH	DEFINED	01
WALGREEN CO	COM	931422109	6961	183000	SH	DEFINED	01
WASTE MGMT INC DEL	COM	94106L109	3350	100000	SH	DEFINED	01
WATERS CORP	COM	941848103	1113	20000	SH	DEFINED	01
WEATHERFORD INTERNATIONAL LTD	COM	G95089101	4703	65000	SH	DEFINED	01
WELLPOINT INC	COM	94973V107	4853	110000	SH	DEFINED	01
WELLS FARGO + CO NEW	COM	949746101	17372	598000	SH	DEFINED	01
WENDYS INTL INC	COM	950590109	714	31000	SH	DEFINED	01
WESTERN UN CO	COM	959802109	3487	164000	SH	DEFINED	01
WEYERHAEUSER CO	COM	962166104	2598	40000	SH	DEFINED	01
WHIRLPOOL CORP	COM	963320106	1213	14000	SH	DEFINED	01
WHOLE FOODS MKT INC	COM	966837106	923	28000	SH	DEFINED	01
WILLIAMS COS INC	COM	969457100	3919	119000	SH	DEFINED	01
WINDSTREAM CORP	COM	97381W104	966	81000	SH	DEFINED	01
WRIGLEY WM JR CO	COM	982526105	2887	46000	SH	DEFINED	01
WYETH	COM	983024100	10589	254000	SH	DEFINED	01
WYNDHAM WORLDWIDE CORP	COM	98310W108	784	38000	SH	DEFINED	01
XCEL ENERGY INC	COM	98389B100	1377	69000	SH	DEFINED	01
XEROX CORP	COM	984121103	2601	174000	SH	DEFINED	01
XILINX INC	COM	983919101	1350	57000	SH	DEFINED	01
XL CAPITAL LTD	COM	G98255105	1000	34000	SH	DEFINED	01
XTO ENERGY INC	COM	98385X106	5548	90000	SH	DEFINED	01
YAHOO INC	COM	984332106	6914	239000	SH	DEFINED	01
YUM BRANDS INC	COM	988498101	3716	100000	SH	DEFINED	01
ZIMMER HOLDINGS INC	COM	98956P102	4896	63000	SH	DEFINED	01
ZIONS BANCORP	COM	989701107	1207	26500	SH	DEFINED	01



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