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BP PLC
Form 13F-HR
May 09, 2012

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, 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 | May 9, 2012 |
| ----- | ----- | ----- |
| [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

Form 13F Information Table Entry Total: 175

Form 13F Information Table Value Total: \$ 1,633,574

(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, 2012

| ISSUER | TITLE OF CLASS | CUSIP | MARKET VALUE (USD 000) | SHARES /PRN AMT | SH/ PRN | INVESTMENT DISCRETION MANAGERS |
|---------------------------|----------------------|-----------|-------------------------------|--------------------|------------|-----------------------------------|
| 3M CO | COM | 88579Y101 | 8,558 | 96,000 | SH | DEFINED 01 |
| ABBOTT LABORATORIES | COM | 002824100 | 18,375 | 300,000 | SH | DEFINED 01 |
| AIR PRODUCTS + CHEMICALS | COM | 009158106 | 7,346 | 80,000 | SH | DEFINED 01 |
| AIRGAS INC | COM | 009363102 | 6,673 | 75,000 | SH | DEFINED 01 |
| ALLERGAN INC | COM | 018490102 | 8,587 | 90,000 | SH | DEFINED 01 |
| ALTRIA GROUP INC | COM | 02209S103 | 13,274 | 430,000 | SH | DEFINED 01 |
| AMAZON.COM INC | COM | 023135106 | 5,063 | 25,000 | SH | DEFINED 01 |
| AMERICA MOVIL ADR SERIES | ADR | 02364W204 | 14,838 | 600,000 | SH | DEFINED 01 |
| AMERICA MOVIL ADR SERIES | ADR | 02364W105 | 5,027 | 202,448 | SH | DEFINED 01 |
| AMERICAN EXPRESS CO | COM | 025816109 | 8,099 | 140,000 | SH | DEFINED 01 |
| AMERICAN INTERNATIONAL GR | COM | 026874784 | 4,939 | 160,000 | SH | DEFINED 01 |
| AMERICAN TOWER CORP | COM | 03027X100 | 5,041 | 80,000 | SH | DEFINED 01 |
| AMGEN INC | COM | 031162100 | 12,235 | 180,000 | SH | DEFINED 01 |
| AMPHENOL CORP CL A | COM | 032095101 | 3,825 | 64,000 | SH | DEFINED 01 |
| ANADARKO PETROLEUM CORP | COM | 032511107 | 5,170 | 66,000 | SH | DEFINED 01 |
| APACHE CORP | COM | 037411105 | 5,021 | 50,000 | SH | DEFINED 01 |
| APPLE INC | COM | 037833100 | 71,935 | 120,000 | SH | DEFINED 01 |

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|---------------------------|-----|-----------|--------|-----------|----|---------|----|
| ARCH CAPITAL GROUP LTD | COM | G0450A105 | 2,234 | 60,000 | SH | DEFINED | 01 |
| ARTHUR J GALLAGHER + CO | COM | 363576109 | 3,575 | 100,000 | SH | DEFINED | 01 |
| ASIAINFO LINKAGE INC | COM | 04518A104 | 4,914 | 390,000 | SH | DEFINED | 01 |
| AT+T INC | COM | 00206R102 | 25,600 | 820,000 | SH | DEFINED | 01 |
| AUTOMATIC DATA PROCESSING | COM | 053015103 | 4,636 | 84,000 | SH | DEFINED | 01 |
| BANCO BRADESCO ADR | ADR | 059460303 | 2,222 | 127,050 | SH | DEFINED | 01 |
| BANK OF AMERICA CORP | COM | 060505104 | 9,082 | 950,000 | SH | DEFINED | 01 |
| BANK OF NEW YORK MELLON | COM | 064058100 | 3,618 | 150,000 | SH | DEFINED | 01 |
| BERKSHIRE HATHAWAY INC | COM | 084670702 | 18,667 | 230,000 | SH | DEFINED | 01 |
| BMC SOFTWARE INC | COM | 055921100 | 1,807 | 45,000 | SH | DEFINED | 01 |
| BOEING CO/THE | COM | 097023105 | 8,329 | 112,000 | SH | DEFINED | 01 |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 8,438 | 250,000 | SH | DEFINED | 01 |
| CARDINAL HEALTH INC | COM | 14149Y108 | 2,587 | 60,000 | SH | DEFINED | 01 |
| CARNIVAL CORP | COM | 143658300 | 1,925 | 60,000 | SH | DEFINED | 01 |
| CBS CORP CLASS B NON VOT | COM | 124857202 | 6,098 | 180,000 | SH | DEFINED | 01 |
| CELGENE CORP | COM | 151020104 | 4,961 | 64,000 | SH | DEFINED | 01 |
| CEMEX SAB SPONS ADR PART | ADR | 151290889 | 2,446 | 315,613 | SH | DEFINED | 01 |
| CENTURYLINK INC | COM | 156700106 | 7,724 | 200,000 | SH | DEFINED | 01 |
| CHEVRON CORP | COM | 166764100 | 31,612 | 295,000 | SH | DEFINED | 01 |
| CIA SIDERURGICA NAACL SP | ADR | 20440W105 | 618 | 65,400 | SH | DEFINED | 01 |
| CISCO SYSTEMS INC | COM | 17275R102 | 19,564 | 925,000 | SH | DEFINED | 01 |
| CITIGROUP INC | COM | 172967424 | 13,979 | 382,660 | SH | DEFINED | 01 |
| CITRIX SYSTEMS INC | COM | 177376100 | 6,471 | 82,000 | SH | DEFINED | 01 |
| CME | COM | 12572Q105 | 2,315 | 8,000 | SH | SOLE | |
| COCA COLA CO/THE | COM | 191216100 | 22,564 | 305,000 | SH | DEFINED | 01 |
| COLGATE PALMOLIVE CO | COM | 194162103 | 5,864 | 60,000 | SH | DEFINED | 01 |
| COMCAST CORP CLASS A | COM | 20030N101 | 10,804 | 360,000 | SH | DEFINED | 01 |
| COMPANHIA DE BEBIDAS PRF | ADR | 20441W203 | 2,685 | 65,000 | SH | DEFINED | 01 |
| CONAGRA FOODS INC | COM | 205887102 | 2,626 | 100,000 | SH | DEFINED | 01 |
| CONOCOPHILLIPS | COM | 20825C104 | 19,005 | 250,000 | SH | DEFINED | 01 |
| CONSOLIDATED COMMUNICAT | COM | 209034107 | 4,071 | 207,500 | SH | DEFINED | 01 |
| COSTCO WHOLESALE CORP | COM | 22160K105 | 10,896 | 120,000 | SH | DEFINED | 01 |
| COVIDIEN PLC | COM | G2554F113 | 8,799 | 161,000 | SH | DEFINED | 01 |
| CSX CORP | COM | 126408103 | 3,224 | 150,000 | SH | DEFINED | 01 |
| CTRIIP.COM INTERNATIONAL | ADR | 22943F100 | 2,921 | 135,000 | SH | DEFINED | 01 |
| CVS CAREMARK CORP | COM | 126650100 | 13,440 | 300,000 | SH | DEFINED | 01 |
| DANAHER CORP | COM | 235851102 | 5,596 | 100,000 | SH | DEFINED | 01 |
| DEVON ENERGY CORPORATION | COM | 25179M103 | 8,175 | 115,000 | SH | DEFINED | 01 |
| DOMINION RESOURCES INC/VA | COM | 25746U109 | 11,518 | 225,000 | SH | DEFINED | 01 |
| DOW CHEMICAL CO/THE | COM | 260543103 | 5,231 | 151,000 | SH | DEFINED | 01 |
| DU PONT (E.I.) DE NEMOURS | COM | 263534109 | 9,779 | 185,000 | SH | DEFINED | 01 |
| DUKE ENERGY CORP | COM | 26441C105 | 5,877 | 280,000 | SH | DEFINED | 01 |
| EBAY INC | COM | 278642103 | 5,532 | 150,000 | SH | DEFINED | 01 |
| ECOLAB INC | COM | 278865100 | 5,555 | 90,000 | SH | DEFINED | 01 |
| EL PASO CORP | COM | 28336L109 | 8,859 | 300,000 | SH | DEFINED | 01 |
| ELI LILLY + CO | COM | 532457108 | 10,065 | 250,000 | SH | DEFINED | 01 |
| EMBRAER SA ADR | ADR | 29082A107 | 320 | 10,000 | SH | DEFINED | 01 |
| ENERGEN CORP | COM | 29265N108 | 2,455 | 50,000 | SH | DEFINED | 01 |
| ENTERGY CORP | COM | 29364G103 | 5,709 | 85,000 | SH | DEFINED | 01 |
| EXELON CORP | COM | 30161N101 | 10,388 | 265,000 | SH | DEFINED | 01 |
| EXXON MOBIL CORP | COM | 30231G102 | 52,002 | 600,000 | SH | DEFINED | 01 |
| FISERV INC | COM | 337738108 | 3,122 | 45,000 | SH | DEFINED | 01 |
| FOMENTO ECONOMICO MEX SP | ADR | 344419106 | 9,149 | 111,300 | SH | DEFINED | 01 |
| FORD MOTOR CO | COM | 345370860 | 6,235 | 500,000 | SH | DEFINED | 01 |
| GENERAL DYNAMICS CORP | COM | 369550108 | 6,754 | 92,000 | SH | DEFINED | 01 |
| GENERAL ELECTRIC CO | COM | 369604103 | 32,128 | 1,600,000 | SH | DEFINED | 01 |
| GOLDMAN SACHS GROUP INC | COM | 38141G104 | 8,089 | 65,000 | SH | DEFINED | 01 |
| GOODRICH CORP | COM | 382388106 | 6,272 | 50,000 | SH | DEFINED | 01 |
| GOOGLE INC CL A | COM | 38259P508 | 25,749 | 40,155 | SH | DEFINED | 01 |
| GRUPO TELEVISIA SA SPON | ADR | 40049J206 | 3,266 | 155,000 | SH | DEFINED | 01 |
| HALLIBURTON CO | COM | 406216101 | 6,804 | 205,000 | SH | DEFINED | 01 |
| HARTFORD FINANCIAL SVCS | COM | 416515104 | 4,218 | 200,000 | SH | DEFINED | 01 |

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|---------------------------|-----|-----------|--------|-----------|----|---------|----|
| HEWLETT PACKARD CO | COM | 428236103 | 6,357 | 267,000 | SH | DEFINED | 01 |
| HOMEAWAY INC | COM | 43739Q100 | 696 | 27,417 | SH | SOLE | |
| HONEYWELL INTERNATIONAL | COM | 438516106 | 9,890 | 162,000 | SH | DEFINED | 01 |
| INTEL CORP | COM | 458140100 | 20,365 | 725,000 | SH | DEFINED | 01 |
| INTL BUSINESS MACHINES | COM | 459200101 | 31,943 | 153,000 | SH | DEFINED | 01 |
| INTUIT INC | COM | 461202103 | 3,728 | 62,000 | SH | DEFINED | 01 |
| INTUITIVE SURGICAL INC | COM | 46120E602 | 5,147 | 9,500 | SH | DEFINED | 01 |
| ISHARES COHEN + STEERS | COM | 464287564 | 5,213 | 70,000 | SH | DEFINED | 01 |
| ITAU UNIBANCO HLDNG PREF | ADR | 465562106 | 1,319 | 68,750 | SH | DEFINED | 01 |
| JDS UNIPHASE CORP | COM | 46612J507 | 4,347 | 300,000 | SH | DEFINED | 01 |
| JOHNSON + JOHNSON | COM | 478160104 | 24,409 | 370,000 | SH | DEFINED | 01 |
| JPMORGAN CHASE + CO | COM | 46625H100 | 26,186 | 570,000 | SH | DEFINED | 01 |
| JUNIPER NETWORKS INC | COM | 48203R104 | 2,631 | 115,000 | SH | DEFINED | 01 |
| KRAFT FOODS INC CLASS A | COM | 50075N104 | 7,754 | 204,000 | SH | DEFINED | 01 |
| LG DISPLAY CO LTD ADR | ADR | 50186V102 | 2,060 | 175,000 | SH | DEFINED | 01 |
| LOWE S COS INC | COM | 548661107 | 7,845 | 250,000 | SH | DEFINED | 01 |
| LYONDELLBASELL INDUSTRIES | COM | N53745100 | 487 | 11,153 | SH | SOLE | |
| M + T BANK CORP | COM | 55261F104 | 7,817 | 90,000 | SH | DEFINED | 01 |
| MARRIOTT INTERNATIONAL | COM | 571903202 | 4,353 | 115,000 | SH | DEFINED | 01 |
| MARSH + MCLENNAN COS | COM | 571748102 | 8,198 | 250,000 | SH | DEFINED | 01 |
| MASCO CORP | COM | 574599106 | 3,610 | 270,000 | SH | DEFINED | 01 |
| MASTERCARD INC CLASS A | COM | 57636Q104 | 5,475 | 13,000 | SH | DEFINED | 01 |
| MCDONALD S CORP | COM | 580135101 | 15,696 | 160,000 | SH | DEFINED | 01 |
| MCKESSON CORP | COM | 58155Q103 | 3,073 | 35,000 | SH | DEFINED | 01 |
| MEDCO HEALTH SOLUTIONS | COM | 58405U102 | 7,030 | 100,000 | SH | DEFINED | 01 |
| MEDTRONIC INC | COM | 585055106 | 5,675 | 145,000 | SH | DEFINED | 01 |
| MELCO CROWN ENTERTAINME | ADR | 585464100 | 9,527 | 700,000 | SH | DEFINED | 01 |
| MERCK + CO. INC. | COM | 58933Y105 | 19,185 | 500,000 | SH | DEFINED | 01 |
| METLIFE INC | COM | 59156R108 | 6,716 | 180,000 | SH | DEFINED | 01 |
| MICRON TECHNOLOGY INC | COM | 595112103 | 3,641 | 450,000 | SH | DEFINED | 01 |
| MICROSOFT CORP | COM | 594918104 | 35,464 | 1,100,000 | SH | DEFINED | 01 |
| MONSANTO CO | COM | 61166W101 | 9,564 | 120,000 | SH | DEFINED | 01 |
| MORGAN STANLEY | COM | 617446448 | 3,732 | 190,000 | SH | DEFINED | 01 |
| MYLAN INC | COM | 628530107 | 5,391 | 230,000 | SH | DEFINED | 01 |
| NASDAQ OMX GROUP/THE | COM | 631103108 | 4,919 | 190,000 | SH | DEFINED | 01 |
| NEW ORIENTAL EDUCATIO SP | ADR | 647581107 | 7,911 | 288,000 | SH | DEFINED | 01 |
| NEWMONT MINING CORP | COM | 651639106 | 7,176 | 140,000 | SH | DEFINED | 01 |
| NEWS CORP CL A | COM | 65248E104 | 4,923 | 250,000 | SH | DEFINED | 01 |
| NEWS CORP CLASS B | COM | 65248E203 | 5,951 | 298,000 | SH | DEFINED | 01 |
| NORFOLK SOUTHERN CORP | COM | 655844108 | 3,028 | 46,000 | SH | DEFINED | 01 |
| NORTHERN TRUST CORP | COM | 665859104 | 4,743 | 100,000 | SH | DEFINED | 01 |
| NYSE EURONEXT | COM | 629491101 | 5,996 | 200,000 | SH | DEFINED | 01 |
| O REILLY AUTOMOTIVE INC | COM | 67103H107 | 6,302 | 69,000 | SH | DEFINED | 01 |
| OCCIDENTAL PETROLEUM CORP | COM | 674599105 | 10,378 | 109,000 | SH | DEFINED | 01 |
| ORACLE CORP | COM | 68389X105 | 15,245 | 523,000 | SH | DEFINED | 01 |
| P G + E CORP | COM | 69331C108 | 2,603 | 60,000 | SH | DEFINED | 01 |
| PARKER HANNIFIN CORP | COM | 701094104 | 6,335 | 75,000 | SH | DEFINED | 01 |
| PAYCHEX INC | COM | 704326107 | 6,198 | 200,000 | SH | DEFINED | 01 |
| PEPSICO INC | COM | 713448108 | 15,922 | 240,000 | SH | DEFINED | 01 |
| PETROLEO BRASILEIRO S.A. | ADR | 71654V408 | 2,390 | 90,000 | SH | DEFINED | 01 |
| PETROLEO BRASILEIRO SPON | ADR | 71654V101 | 3,834 | 150,127 | SH | DEFINED | 01 |
| PFIZER INC | COM | 717081103 | 29,432 | 1,300,000 | SH | DEFINED | 01 |
| PHILIP MORRIS INTL | COM | 718172109 | 18,163 | 205,000 | SH | DEFINED | 01 |
| PNC FINANCIAL SERVICES | COM | 693475105 | 9,991 | 155,000 | SH | DEFINED | 01 |
| PPL CORPORATION | COM | 69351T106 | 7,060 | 250,000 | SH | DEFINED | 01 |
| PRAXAIR INC | COM | 74005P104 | 11,461 | 100,000 | SH | DEFINED | 01 |
| PRECISION CASTPARTS CORP | COM | 740189105 | 3,113 | 18,000 | SH | DEFINED | 01 |
| PRINCIPAL FINANCIAL GROUP | COM | 74251V102 | 4,717 | 160,000 | SH | DEFINED | 01 |
| PROCTER + GAMBLE CO/THE | COM | 742718109 | 29,908 | 445,000 | SH | DEFINED | 01 |
| PRUDENTIAL FINANCIAL INC | COM | 744320102 | 3,803 | 60,000 | SH | DEFINED | 01 |
| PUBLIC SERVICE ENTERPRISE | COM | 744573106 | 6,581 | 215,000 | SH | DEFINED | 01 |
| QUALCOMM INC | COM | 747525103 | 15,305 | 225,000 | SH | DEFINED | 01 |

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|---------------------------|-----|-----------|-----------|---------|----|---------|----|
| SARA LEE CORP | COM | 803111103 | 6,459 | 300,000 | SH | DEFINED | 01 |
| SCHLUMBERGER LTD | COM | 806857108 | 11,538 | 165,000 | SH | DEFINED | 01 |
| SEMPRA ENERGY | COM | 816851109 | 7,549 | 126,000 | SH | DEFINED | 01 |
| SIGMA ALDRICH | COM | 826552101 | 2,921 | 40,000 | SH | DEFINED | 01 |
| SINA CORP | COM | G81477104 | 5,524 | 85,000 | SH | DEFINED | 01 |
| SOUTHERN CO/THE | COM | 842587107 | 9,880 | 220,000 | SH | DEFINED | 01 |
| SPECTRA ENERGY CORP | COM | 847560109 | 7,888 | 250,000 | SH | DEFINED | 01 |
| STANLEY BLACK + DECKER | COM | 854502101 | 8,852 | 115,000 | SH | DEFINED | 01 |
| STARBUCKS CORP | COM | 855244109 | 10,062 | 180,000 | SH | DEFINED | 01 |
| STATE STREET CORP | COM | 857477103 | 3,412 | 75,000 | SH | DEFINED | 01 |
| STERICYCLE INC | COM | 858912108 | 5,855 | 70,000 | SH | DEFINED | 01 |
| SYMANTEC CORP | COM | 871503108 | 2,804 | 150,000 | SH | DEFINED | 01 |
| SYSCO CORP | COM | 871829107 | 7,460 | 250,000 | SH | DEFINED | 01 |
| TARGET CORP | COM | 87612E106 | 5,244 | 90,000 | SH | DEFINED | 01 |
| TELE NORTE LESTE PART ADR | ADR | 879246106 | 1,627 | 143,323 | SH | DEFINED | 01 |
| TIME WARNER CABLE | COM | 88732J207 | 4,606 | 56,536 | SH | DEFINED | 01 |
| TIME WARNER INC | COM | 887317303 | 7,928 | 210,000 | SH | DEFINED | 01 |
| TJX COMPANIES INC | COM | 872540109 | 8,734 | 220,000 | SH | DEFINED | 01 |
| TYCO INTERNATIONAL LTD | COM | H89128104 | 5,619 | 100,000 | SH | DEFINED | 01 |
| UNITED PARCEL SERVICE | COM | 911312106 | 16,140 | 200,000 | SH | DEFINED | 01 |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 15,755 | 190,000 | SH | DEFINED | 01 |
| UNITEDHEALTH GROUP INC | COM | 91324P102 | 8,252 | 140,000 | SH | DEFINED | 01 |
| US BANCORP | COM | 902973304 | 14,243 | 450,000 | SH | DEFINED | 01 |
| VALE SA SP ADR | ADR | 91912E105 | 5,208 | 223,407 | SH | DEFINED | 01 |
| VERIZON COMMUNICATIONS | COM | 92343V104 | 19,100 | 500,000 | SH | DEFINED | 01 |
| VIACOM INC CLASS B | COM | 92553P201 | 9,967 | 210,000 | SH | DEFINED | 01 |
| VISA INC CLASS A SHARES | COM | 92826C839 | 6,844 | 58,000 | SH | DEFINED | 01 |
| WAL MART STORES INC | COM | 931142103 | 19,690 | 322,000 | SH | DEFINED | 01 |
| WALT DISNEY CO/THE | COM | 254687106 | 11,813 | 270,000 | SH | DEFINED | 01 |
| WEATHERFORD INTL LTD | COM | H27013103 | 5,278 | 350,000 | SH | DEFINED | 01 |
| WELLPOINT INC | COM | 94973V107 | 5,904 | 80,000 | SH | DEFINED | 01 |
| WELLS FARGO + CO | COM | 949746101 | 27,970 | 820,000 | SH | DEFINED | 01 |
| WISCONSIN ENERGY CORP | COM | 976657106 | 7,038 | 200,000 | SH | DEFINED | 01 |
| YAHOO INC | COM | 984332106 | 5,324 | 350,000 | SH | DEFINED | 01 |
| | | | 1,633,574 | | | | |