

BP PLC  
Form FWP  
May 05, 2009

Filed Pursuant to Rule 433

Registration Statement Nos. 333-157906 and 333-157906-01

May 1, 2009

**PRICING TERM SHEET**

<b>Issuer:</b>	BP Capital Markets p.l.c. ( BP Capital U.K. )
<b>Guarantor:</b>	BP p.l.c. ( BP )
<b>Title:</b>	3.625% Guaranteed Notes due 2014 (the Notes )
<b>Total principal amount being issued:</b>	\$1,400,000,000
<b>Denomination:</b>	The Notes will be issued in denominations of \$1,000 and integral multiples of \$1,000.
<b>Issuance Date:</b>	May 8, 2009
<b>Guarantee:</b>	Payment of the principal of and interest on the Notes is fully guaranteed by BP.
<b>Maturity Date:</b>	May 8, 2014
<b>Day Count:</b>	30/360
<b>Day Count Convention:</b>	Following
<b>Interest Rate:</b>	3.625% per annum
<b>Date interest starts accruing:</b>	May 8, 2009
<b>Interest Payment Dates:</b>	May 8 and November 8 of each year, subject to the Day Count Convention.
<b>First Interest Payment Date:</b>	November 8, 2009
<b>Treasury benchmark:</b>	1.75% due March 2014
<b>US treasury yield:</b>	1.975%
<b>Spread to treasury:</b>	T+165 bps
<b>Re-offer yield:</b>	3.625%
<b>Business Day:</b>	Any weekday on which banking or trust institutions in neither New York nor London are authorized generally or obligated by law, regulation or executive order to close.
<b>Ranking:</b>	The Notes are unsecured and will rank equally with all of BP Capital U.K.'s other unsecured and unsubordinated indebtedness.
<b>Regular record dates for interest:</b>	The 15 <sup>th</sup> calendar day preceding each Interest Payment Date, whether or not such day is a Business Day.
<b>Payment of additional amounts:</b>	None payable under current law; provided that the Notes are listed on a recognised stock exchange within the meaning of Section 1005 of the UK Income Tax Act 2007. The New York Stock Exchange is a recognised stock exchange as at the date hereof.

**Listing:** Application will be made to list the Notes on the New York Stock Exchange although neither BP Capital U.K. nor BP can guarantee such listing will be obtained.

**Redemption:** The Notes are not redeemable, except as described under Description of Debt Securities Optional Tax Redemption on page 19 of the prospectus. The provision for optional tax redemption described therein will apply in respect of changes in tax treatments occurring after May 1, 2009.

**Sinking fund:** There is no sinking fund.

**Further issuances:** BP Capital U.K. may, at its sole option, at any time and without the consent of the then existing note holders issue additional notes in one or more transactions subsequent to the date of the related prospectus supplement dated May 1, 2009, with terms (other than the issuance date, issue price and, possibly, the first interest payment date and the date interest starts accruing) identical to the Notes issued pursuant to the prospectus supplement. These additional Notes will be deemed part of the same series as the Notes issued pursuant to the prospectus supplement and will provide the holders of these additional Notes the right to vote together with holders of the Notes issued pursuant to the prospectus supplement, provided that such additional notes will be issued with no more than *de minimis* original issue discount or be part of a qualified reopening for U.S. federal income tax purposes.

**Public offering price:** Per Note: 100% Total: \$1,400,000,000

**Proceeds, before expenses, to us:** Per Note: 99.85%; Total: \$1,397,900,000

**Underwriters:** Banc of America Securities LLC (\$350,000,000)

HSBC Securities (USA) Inc. (\$350,000,000)

Morgan Stanley & Co. Incorporated (\$350,000,000)

UBS Securities LLC (\$350,000,000)

**CUSIP Number:** 05565QBL1

**ISIN:** US05565QBL14

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The Issuer and the Guarantor have filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and the other documents the Issuer and the Guarantor have filed with the SEC for more complete information about the Issuer, the Guarantor and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the Issuer, the Guarantor, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Banc of America Securities LLC toll-free at 1-800-294-1322, HSBC Securities (USA) Inc. toll-free at 1-866-811-8049, Morgan Stanley & Co. Incorporated toll-free at 1-866-718-1649, or UBS Securities LLC toll-free at 1-877-827-6444 ext. 5613884.