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BP PLC  
Form 13F-HR  
August 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: June 30, 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                      7TH August 2008  
-----  
[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: 378  
 -----  
 Form 13F Information Table Value Total: \$ 2,721,379  
 -----  
 (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, 2008

ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES /PRN AMT	SH/PRN	INVESTMENT DISCRETION	MANAG
3M CO	COM	88579Y101	10566	152000	SH	DEFINED	01
ABBOTT LABS	COM	002824100	18765	355000	SH	DEFINED	01
ABERCROMBIE + FITCH CO	COM	002896207	1128	18000	SH	DEFINED	01
ACE LTD	COM	G0070K103	5171	94000	SH	DEFINED	01
ADOBE SYS INC	COM	00724F101	5701	145000	SH	DEFINED	01
ADVANCED MICRO DEVICES INC	COM	007903107	662	114000	SH	DEFINED	01
AES CORP	COM	00130H105	2856	149000	SH	DEFINED	01
AETNA INC	COM	00817Y108	2917	72000	SH	DEFINED	01
AFLAC INC	COM	001055102	7659	122100	SH	DEFINED	01
AGILENT TECHNOLOGIES INC	COM	00846U101	2873	81000	SH	DEFINED	01
AIR PRODS + CHEMS INC	COM	009158106	5923	60000	SH	DEFINED	01
ALCOA INC	COM	013817101	7195	202000	SH	DEFINED	01
ALLEGHENY ENERGY INC	COM	017361106	3207	64000	SH	DEFINED	01
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	2250	38000	SH	DEFINED	01
ALLSTATE CORP	COM	020002101	6735	148000	SH	DEFINED	01
ALTERA CORP	COM	021441100	1780	86000	SH	DEFINED	01
ALTRIA GROUP INC	COM	02209S103	11655	568000	SH	DEFINED	01

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AMAZON COM INC	COM	023135106	4762	65000	SH	DEFINED	01
AMEREN CORP	COM	023608102	1815	43000	SH	DEFINED	01
AMERICA MOVIL S A DE C V	ADR	02364W204	15273	300000	SH	DEFINED	01
AMERICA MOVIL SAB DE CV	ADR	02364W105	5272	100000	SH	DEFINED	01
AMERICAN ELEC PWR INC	COM	025537101	5019	125000	SH	DEFINED	01
AMERICAN EXPRESS CO	COM	025816109	10010	266000	SH	DEFINED	01
AMERICAN INTL GROUP INC	COM	026874107	14588	553000	SH	DEFINED	01
AMERICAN TOWER CORP	COM	029912201	3797	90000	SH	DEFINED	01
AMERIPRISE FINL INC	COM	03076C106	1667	41000	SH	DEFINED	01
AMERISOURCEBERGEN CORP	COM	03073E105	1559	39000	SH	DEFINED	01
AMGEN INC	COM	031162100	11035	234000	SH	DEFINED	01
ANADARKO PETE CORP	COM	032511107	8083	108000	SH	DEFINED	01
ANALOG DEVICES INC	COM	032654105	2096	66000	SH	DEFINED	01
ANHEUSER BUSCH COS INC	COM	035229103	9689	156000	SH	DEFINED	01
AON CORP	COM	037389103	4223	92000	SH	DEFINED	01
APACHE CORP	COM	037411105	10003	72000	SH	DEFINED	01
APOLLO GROUP INC	COM	037604105	1505	34000	SH	DEFINED	01
APPLE INC	COM	037833100	29637	177000	SH	DEFINED	01
APPLIED MATERIALS INC	COM	038222105	6414	336000	SH	DEFINED	01
ARACRUZ CELULOSE S A	ADR	038496204	202	2750	SH	DEFINED	01
ARCH CAP GROUP LTD	COM	G0450A105	2600	39200	SH	DEFINED	01
ARCHER DANIELS MIDLAND CO	COM	039483102	6199	184000	SH	DEFINED	01
ASSURANT INC	COM	04621X108	2704	41000	SH	DEFINED	01
AT+T INC	COM	00206R102	46186	1375000	SH	DEFINED	01
AUTOMATIC DATA PROCESSING INC	COM	053015103	4819	115000	SH	DEFINED	01
AVON PRODS INC	COM	054303102	4575	127000	SH	DEFINED	01
BAKER HUGHES INC	COM	057224107	7412	85000	SH	DEFINED	01
BANCO BRADESCO SA	ADR	059460303	2144	105000	SH	DEFINED	01
BANCO ITAU S A	ADR	059602201	1269	62500	SH	DEFINED	01
BANK AMER CORP	COM	060505104	20965	882000	SH	DEFINED	01
BANK NEW YORK MELLON CORP	COM	064058100	11078	293000	SH	DEFINED	01
BARD C R INC	COM	067383109	2023	23000	SH	DEFINED	01
BAXTER INTL INC	COM	071813109	11623	182000	SH	DEFINED	01
BB+T CORP	COM	054937107	2662	117000	SH	DEFINED	01
BECTON DICKINSON + CO	COM	075887109	4307	53000	SH	DEFINED	01
BED BATH + BEYOND INC	COM	075896100	1602	57000	SH	DEFINED	01
BEST BUY CO INC	COM	086516101	3083	78000	SH	DEFINED	01
BIOGEN IDEC INC	COM	09062X103	3628	65000	SH	DEFINED	01
BLACK + DECKER CORPORATION	COM	091797100	863	15000	SH	DEFINED	01
BLOCK H + R INC	COM	093671105	1540	72000	SH	DEFINED	01
BMC SOFTWARE INC	COM	055921100	2694	75000	SH	DEFINED	01
BOEING CO	COM	097023105	11894	181000	SH	DEFINED	01
BRISTOL MYERS SQUIBB CO	COM	110122108	9911	483000	SH	DEFINED	01
BROADCOM CORP	COM	111320107	2647	97000	SH	DEFINED	01
BURLINGTON NORTHN SANTA FE	COM	12189T104	6483	65000	SH	DEFINED	01
C H ROBINSON WORLDWIDE INC	COM	12541W209	2138	39000	SH	DEFINED	01
CA INC	COM	12673P105	2050	89000	SH	DEFINED	01
CAPITAL ONE FINL CORP	COM	14040H105	3038	80000	SH	DEFINED	01
CARDINAL HEALTH INC	COM	14149Y108	3914	76000	SH	DEFINED	01
CARNIVAL CORP	COM	143658300	2930	89000	SH	DEFINED	01
CATERPILLAR INC	COM	149123101	11132	151000	SH	DEFINED	01
CB RICHARD ELLIS GROUP INC	COM	12497T101	825	43000	SH	DEFINED	01
CBS CORP CLASS B	COM	124857202	2879	148000	SH	DEFINED	01
CELGENE CORP	COM	151020104	8105	127000	SH	DEFINED	01
CEMEX S.A.B DE C.C ADR	ADR	151290889	6653	269788	SH	DEFINED	01
CENTERPOINT ENERGY INC	COM	15189T107	1940	121000	SH	DEFINED	01
CENTEX CORP	COM	152312104	427	32000	SH	DEFINED	01
CHESAPEAKE ENERGY CORP	COM	165167107	7025	106500	SH	DEFINED	01
CHEVRON CORP	COM	166764100	47035	475000	SH	DEFINED	01
CHUBB CORP	COM	171232101	3970	81000	SH	DEFINED	01
CISCO SYS INC	COM	17275R102	32262	1387000	SH	DEFINED	01
CITIGROUP INC	COM	172967101	18693	1120000	SH	DEFINED	01

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CITIZENS COMMUNICATIONS CO	COM	17453B101	1121	99000	SH	DEFINED	01
CITRIX SYS INC	COM	177376100	1541	52531	SH	DEFINED	01
CME GROUP INC	COM	12572Q105	4215	11000	SH	DEFINED	01
COACH INC	COM	189754104	2883	100000	SH	DEFINED	01
COCA COLA CO	COM	191216100	22300	430000	SH	DEFINED	01
COCA COLA ENTERPRISES INC	COM	191219104	1107	64000	SH	DEFINED	01
COGNIZANT TECHNOLOGY SOLUTIONS	COM	192446102	4063	125000	SH	DEFINED	01
COLGATE PALMOLIVE CO	COM	194162103	8697	126000	SH	DEFINED	01
COMCAST CORP NEW	COM	20030N101	12368	653000	SH	DEFINED	01
COMERICA INC	COM	200340107	897	35000	SH	DEFINED	01
COMPANHIA DE BEBIDAS DAS AMERS	ADR	20441W203	822	13000	SH	DEFINED	01
COMPANHIA SIDERURGICA NATL	ADR	20440W105	1450	32700	SH	DEFINED	01
COMPANHIA VALE DO RIO DOCE	ADR	204412209	6798	190000	SH	DEFINED	01
COMPUTER SCIENCES CORP	COM	205363104	1824	39000	SH	DEFINED	01
CONAGRA INC	COM	205887102	3027	157000	SH	DEFINED	01
CONOCOPHILLIPS	COM	20825C104	30891	328000	SH	DEFINED	01
CONSOL ENERGY INC	COM	20854P109	2919	26000	SH	DEFINED	01
CONSTELLATION ENERGY GROUP INC	COM	210371100	4343	53000	SH	DEFINED	01
CORNING INC	COM	219350105	8990	390000	SH	DEFINED	01
COSTCO WHSL CORP NEW	COM	22160K105	5193	74000	SH	DEFINED	01
COVENTRY HEALTH CARE INC	COM	222862104	1916	63000	SH	DEFINED	01
COVIDIEN LTD	COM	G2552X108	6990	146000	SH	DEFINED	01
CSX CORP	COM	126408103	5887	94000	SH	DEFINED	01
CUMMINS INC	COM	231021106	2943	45000	SH	DEFINED	01
CVS CAREMARK CORP	COM	126650100	13476	341000	SH	DEFINED	01
D R HORTON INC	COM	23331A109	693	64000	SH	DEFINED	01
DANAHER CORP	COM	235851102	5562	72000	SH	DEFINED	01
DEERE + CO	COM	244199105	6852	95000	SH	DEFINED	01
DELL INC	COM	24702R101	7224	330000	SH	DEFINED	01
DENISON MINES CORP	COM	248356107	266	30240	SH	DEFINED	01
DEVON ENERGY CORPORATION NEW	COM	25179M103	11523	96000	SH	DEFINED	01
DIRECTV GROUP INC	COM	25459L106	5413	209000	SH	DEFINED	01
DISNEY WALT CO	COM	254687106	13964	448000	SH	DEFINED	01
DOMINION RES INC VA NEW	COM	25746U109	4411	93000	SH	DEFINED	01
DONNELLEY R R + SONS CO	COM	257867101	1930	65000	SH	DEFINED	01
DOVER CORP	COM	260003108	2078	43000	SH	DEFINED	01
DOW CHEM CO	COM	260543103	7497	215000	SH	DEFINED	01
DTE ENERGY CO	COM	233331107	1652	39000	SH	DEFINED	01
DU PONT E I DE NEMOURS + CO	COM	263534109	8829	206000	SH	DEFINED	01
DUKE ENERGY HLDG CORP	COM	26441C105	5989	345000	SH	DEFINED	01
DYNEGY INC DEL	COM	26817G102	1281	150000	SH	DEFINED	01
EASTMAN KODAK CO	COM	277461109	835	58000	SH	DEFINED	01
EBAY INC	COM	278642103	7783	285000	SH	DEFINED	01
ECOLAB INC	COM	278865100	3346	78000	SH	DEFINED	01
EDISON INTL	COM	281020107	4773	93000	SH	DEFINED	01
EL PASO CORP	COM	28336L109	4822	222000	SH	DEFINED	01
ELECTRONIC ARTS INC	COM	285512109	3687	83000	SH	DEFINED	01
EMBARQ CORP	COM	29078E105	2127	45000	SH	DEFINED	01
EMBRAER EMPRESA BRASILEIRA DE	ADR	29081M102	265	10000	SH	DEFINED	01
EMC CORP	COM	268648102	6602	450000	SH	DEFINED	01
EMERSON ELEC CO	COM	291011104	9485	192000	SH	DEFINED	01
ENTERGY CORP NEW	COM	29364G103	5051	42000	SH	DEFINED	01
EOG RESOURCES INC	COM	26875P101	7610	58000	SH	DEFINED	01
EQUIFAX INC	COM	294429105	2185	65000	SH	DEFINED	01
EQUITY RESIDENTIAL	ADR	29476L107	2180	57000	SH	DEFINED	01
EXELON CORP	COM	30161N101	14201	158000	SH	DEFINED	01
EXPRESS SCRIPTS INC	COM	302182100	5269	84000	SH	DEFINED	01
EXXON MOBIL CORP	COM	30231G102	105408	1200000	SH	DEFINED	01
FAIRPOINT COMMUNICATIONS INC	COM	305560104	80	11145	SH	DEFINED	01
FEDERAL NATL MTG ASSN	COM	313586109	3900	200000	SH	DEFINED	01
FEDEX CORP	COM	31428X106	5032	64000	SH	DEFINED	01
FIFTH THIRD BANCORP	COM	316773100	1184	116000	SH	DEFINED	01

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FIRST HORIZON NATL CORP	COM	320517105	259	35000	SH	DEFINED	01
FIRSTENERGY CORP	COM	337932107	6662	81000	SH	DEFINED	01
FISERV INC	COM	337738108	2853	63000	SH	DEFINED	01
FLUOR CORP NEW	COM	343412102	4830	26000	SH	DEFINED	01
FOCUS MEDIA HLDG LTD	ADR	34415V109	5534	200000	SH	DEFINED	01
FOMENTO ECONOMICO MEXICANO SAB	ADR	344419106	5055	111300	SH	DEFINED	01
FORD MTR CO DEL	COM	345370860	1408	292738	SH	DEFINED	01
FOREST LABS INC	COM	345838106	2397	69000	SH	DEFINED	01
FOSTER WHEELER LTD	COM	G36535139	2406	33000	SH	DEFINED	01
FPL GROUP INC	COM	302571104	7009	107000	SH	DEFINED	01
FRANKLIN RES INC	COM	354613101	3666	40000	SH	DEFINED	01
FREEMPORT MCMORAN COPPER + GOLD	COM	35671D857	9726	83000	SH	DEFINED	01
GAP INC	COM	364760108	2746	165000	SH	DEFINED	01
GENERAL DYNAMICS CORP	COM	369550108	8495	101000	SH	DEFINED	01
GENERAL ELEC CO	COM	369604103	59539	2240000	SH	DEFINED	01
GENERAL MLS INC	COM	370334104	4430	73000	SH	DEFINED	01
GENERAL MTRS CORP	COM	370442105	1292	113000	SH	DEFINED	01
GENUINE PARTS CO	COM	372460105	1349	34000	SH	DEFINED	01
GENZYME CORP	COM	372917104	4600	64000	SH	DEFINED	01
GILEAD SCIENCES INC	COM	375558103	12434	235000	SH	DEFINED	01
GOLDMAN SACHS GROUP INC	COM	38141G104	14826	85000	SH	DEFINED	01
GOOGLE INC	COM	38259P508	23697	45000	SH	DEFINED	01
GRAINGER W W INC	COM	384802104	2288	28000	SH	DEFINED	01
GRUPO TELEVISION SA DE CV	ADR	40049J206	3655	155000	SH	DEFINED	01
HALLIBURTON CO	COM	406216101	14321	270000	SH	DEFINED	01
HARLEY DAVIDSON INC	COM	412822108	1956	54000	SH	DEFINED	01
HARMAN INTL INDS INC NEW	COM	413086109	620	15000	SH	DEFINED	01
HARSCO CORP	COM	415864107	1224	22500	SH	DEFINED	01
HARTFORD FINANCIAL SVCS GRP	COM	416515104	3093	48000	SH	DEFINED	01
HASBRO INC	COM	418056107	1214	34000	SH	DEFINED	01
HEINZ H J CO	COM	423074103	4397	92000	SH	DEFINED	01
HELLENIC TELECOMMUNICATIONS	ADR	423325307	330	27778	SH	DEFINED	01
HERSHEY CO / THE	COM	427866108	1245	38000	SH	DEFINED	01
HESS CORP	COM	42809H107	10221	81000	SH	DEFINED	01
HEWLETT PACKARD CO	COM	428236103	25634	581000	SH	DEFINED	01
HOME DEPOT INC	COM	437076102	10746	460000	SH	DEFINED	01
HONEYWELL INTL INC	COM	438516106	9190	183000	SH	DEFINED	01
HOSPIRA INC	COM	441060100	1444	36000	SH	DEFINED	01
IAC INTERACTIVECORP	COM	44919P300	1234	64000	SH	DEFINED	01
ILLINOIS TOOL WKS INC	COM	452308109	5796	122000	SH	DEFINED	01
INGERSOLL RAND COMPANY LIMITED	COM	G4776G101	3520	94050	SH	DEFINED	01
INTEL CORP	COM	458140100	29320	1365000	SH	DEFINED	01
INTERCONTINENTAL EXCHANGE INC	COM	45865V100	144565	1268111	SH	SOLE	01
INTERCONTINENTALEXCHANGE INC	COM	45865V100	1710	15000	SH	DEFINED	01
INTERNATIONAL BUSINESS MACHS	COM	459200101	37741	319000	SH	DEFINED	01
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	2245	90000	SH	DEFINED	01
INTERNATIONAL PAPER CO	COM	460146103	2257	97000	SH	DEFINED	01
INTUIT	COM	461202103	2065	75000	SH	DEFINED	01
ION GEOPHYSICAL CORP	COM	462044108	1396	80000	SH	DEFINED	01
IONA TECHNOLOGIES PLC	ADR	46206P109	256	65000	SH	DEFINED	01
ISHARES TR	COM	464287564	17233	232000	SH	DEFINED	01
ITT CORP NEW	COM	450911102	4492	71000	SH	DEFINED	01
J C PENNEY INC	COM	708160106	2104	58000	SH	DEFINED	01
JOHNSON + JOHNSON	COM	478160104	43189	672000	SH	DEFINED	01
JOHNSON CTLS INC	COM	478366107	3864	135000	SH	DEFINED	01
JOY GLOBAL INC	COM	481165108	2047	27000	SH	DEFINED	01
JPMORGAN CHASE + CO	COM	46625H100	27482	801000	SH	DEFINED	01
JUNIPER NETWORKS INC	COM	48203R104	2524	114000	SH	DEFINED	01
KB HOME	COM	48666K109	321	19000	SH	DEFINED	01
KELLOGG CO	COM	487836108	2782	58000	SH	DEFINED	01
KEYCORP NEW	COM	493267108	975	89000	SH	DEFINED	01
KIMBERLY CLARK CORP	COM	494368103	5,439	91000	SH	DEFINED	01

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KLA TENCOR CORP	COM	482480100	1466	36000	SH	DEFINED	01
KOHL'S CORP	COM	500255104	2996	75000	SH	DEFINED	01
KRAFT FOODS INC	COM	50075N104	9189	323000	SH	DEFINED	01
KROGER CO	COM	501044101	4182	145000	SH	DEFINED	01
L 3 COMMUNICATIONS HLDG CORP	COM	502424104	3544	39000	SH	DEFINED	01
LEUCADIA NATL CORP	COM	527288104	2201	47000	SH	DEFINED	01
LG DISPLAY CO LTD	ADR	50186V102	3269	175000	SH	DEFINED	01
LIBERTY MEDIA CORP NEW	COM	53071M500	871	36000	SH	DEFINED	01
LIBERTY MEDIA CORP NEW	COM	53071M302	144	10000	SH	DEFINED	01
LILLY ELI + CO	COM	532457108	9817	213000	SH	DEFINED	01
LINCOLN NATL CORP IN	COM	534187109	3753	83000	SH	DEFINED	01
LINEAR TECHNOLOGY CORP	COM	535678106	2213	68000	SH	DEFINED	01
LOCKHEED MARTIN CORP	COM	539830109	8575	87000	SH	DEFINED	01
LOEWS CORP	COM	540424108	3055	65147	SH	DEFINED	01
LORILLARD INC	COM	544147101	3714	53797	SH	DEFINED	01
LOWES COS INC	COM	548661107	6517	315000	SH	DEFINED	01
M + T BK CORP	COM	55261F104	1199	17000	SH	DEFINED	01
MACYS INC	COM	55616P104	2614	135000	SH	DEFINED	01
MARATHON OIL CORP	COM	565849106	10005	193000	SH	DEFINED	01
MARRIOTT INTL INC NEW	COM	571903202	2230	85000	SH	DEFINED	01
MARSH + MCLENNAN COS INC	COM	571748102	4376	165000	SH	DEFINED	01
MARSHALL + ILSLEY CORP NEW	COM	571837103	842	55000	SH	DEFINED	01
MASCO CORP	COM	574599106	1320	84000	SH	DEFINED	01
MATTEL INC	COM	577081102	1421	83000	SH	DEFINED	01
MCDONALDS CORP	COM	580135101	15949	284000	SH	DEFINED	01
MCGRAW HILL COS INC	COM	580645109	2764	69000	SH	DEFINED	01
MCKESSON CORP	COM	58155Q103	3574	64000	SH	DEFINED	01
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	6698	142000	SH	DEFINED	01
MEDTRONIC INC	COM	585055106	12553	243000	SH	DEFINED	01
MEMC ELECTR MATLS INC	COM	552715104	4306	70000	SH	DEFINED	01
MERCK + CO INC	COM	589331107	19223	510579	SH	DEFINED	01
MERRILL LYNCH + CO INC	COM	590188108	6585	208000	SH	DEFINED	01
METLIFE INC	COM	59156R108	10269	195000	SH	DEFINED	01
METROPCS COMMUNICATIONS INC	COM	591708102	46588	2630613	SH	SOLE	01
MICRON TECHNOLOGY INC	COM	595112103	1076	180000	SH	DEFINED	01
MICROSOFT CORP	COM	594918104	49582	1801000	SH	DEFINED	01
MONSANTO CO NEW	COM	61166W101	15009	119000	SH	DEFINED	01
MORGAN STANLEY	COM	617446448	8537	237000	SH	DEFINED	01
MOTOROLA INC	COM	620076109	3589	489000	SH	DEFINED	01
MURPHY OIL CORP	COM	626717102	4410	45000	SH	DEFINED	01
NATIONAL CITY CORP	COM	635405103	562	118000	SH	DEFINED	01
NATIONAL OILWELL VARCO INC	COM	637071101	7985	90000	SH	DEFINED	01
NETAPP INC	COM	64110D104	1666	77000	SH	DEFINED	01
NEW ORIENTAL ED + TECHNOLOGY	ADR	647581107	5826	100000	SH	DEFINED	01
NEWMONT MNG CORP	COM	651639106	7504	144000	SH	DEFINED	01
NEWS CORP	COM	65248E203	8738	570000	SH	DEFINED	01
NIKE INC	COM	654106103	6139	103000	SH	DEFINED	01
NOBLE CORPORATION	COM	G65422100	4018	62000	SH	DEFINED	01
NORDSTROM INC	COM	655664100	1424	47000	SH	DEFINED	01
NORFOLK SOUTHN CORP	COM	655844108	5133	82000	SH	DEFINED	01
NORTHERN TRUST CORP	COM	665859104	3973	58000	SH	DEFINED	01
NORTHROP GRUMMAN CORP	COM	666807102	4884	73000	SH	DEFINED	01
NOVELL INC	COM	670006105	412	70000	SH	DEFINED	01
NUCOR CORP	COM	670346105	6347	85000	SH	DEFINED	01
NVIDIA CORP	COM	67066G104	2239	120000	SH	DEFINED	01
NYSE EURONEXT	COM	629491101	2935	58000	SH	DEFINED	01
OCCIDENTAL PETE CORP	COM	674599105	18495	206000	SH	DEFINED	01
OMNICOM GROUP	COM	681919106	4250	95000	SH	DEFINED	01
ORACLE CORP	COM	68389X105	20370	970000	SH	DEFINED	01
PACCAR INC	COM	693718108	3346	80000	SH	DEFINED	01
PARKER HANNIFIN CORP	COM	701094104	2635	37000	SH	DEFINED	01
PAYCHEX INC	COM	704326107	2221	71000	SH	DEFINED	01

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PEABODY ENERGY CORP	COM	704549104	7481	85000	SH	DEFINED	01
PEPSI BOTTLING GROUP INC	COM	713409100	1088	39000	SH	DEFINED	01
PEPSICO INC	COM	713448108	22507	354000	SH	DEFINED	01
PETROLEO BRASILEIRO SA	ADR	71654V408	8490	120000	SH	DEFINED	01
PFIZER INC	COM	717081103	24308	1393000	SH	DEFINED	01
PG+E CORP	COM	69331C108	4243	107000	SH	DEFINED	01
PHILIP MORRIS INTL ORD SHR	COM	718172109	24803	503000	SH	DEFINED	01
PHOENIX COMPANIES	COM	71902E109	775	101817	SH	SOLE	
PITNEY BOWES INC	COM	724479100	1667	49000	SH	DEFINED	01
PNC FINL SVCS GROUP INC	COM	693475105	5414	95000	SH	DEFINED	01
PPG INDS INC	COM	693506107	2063	36000	SH	DEFINED	01
PPL CORP	COM	69351T106	4181	80000	SH	DEFINED	01
PRAXAIR INC	COM	74005P104	8942	95000	SH	DEFINED	01
PRICE T ROWE GROUP INC	COM	74144T108	3328	59000	SH	DEFINED	01
PRINCIPAL FINANCIAL GROUP	COM	74251V102	3438	82000	SH	DEFINED	01
PROCTER AND GAMBLE CO	COM	742718109	42801	705000	SH	DEFINED	01
PROGRESS ENERGY INC	COM	743263105	2382	57000	SH	DEFINED	01
PROGRESSIVE CORP OHIO	COM	743315103	2841	152000	SH	DEFINED	01
PRUDENTIAL FINL INC	COM	744320102	3689	62000	SH	DEFINED	01
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	4731	103000	SH	DEFINED	01
PULTE HOMES INC	COM	745867101	452	47000	SH	DEFINED	01
QUALCOMM INC	COM	747525103	17970	405000	SH	DEFINED	01
QUEST DIAGNOSTICS INC	COM	74834L100	1742	36000	SH	DEFINED	01
QUESTAR CORP	COM	748356102	3760	53000	SH	DEFINED	01
RAYTHEON CO	COM	755111507	6406	114000	SH	DEFINED	01
ROCKWELL AUTOMATION INC	COM	773903109	1353	31000	SH	DEFINED	01
ROCKWELL COLLINS INC	COM	774341101	1676	35000	SH	DEFINED	01
ROHM + HAAS CO	COM	775371107	1254	27000	SH	DEFINED	01
SAFECO CORP	COM	786429100	1343	20000	SH	DEFINED	01
SAFEWAY INC	COM	786514208	2598	91000	SH	DEFINED	01
SANDISK CORP	COM	80004C101	1870	100000	SH	DEFINED	01
SARA LEE CORP	COM	803111103	1957	160000	SH	DEFINED	01
SCHERING PLOUGH CORP	COM	806605101	6924	352000	SH	DEFINED	01
SCHLUMBERGER LTD	COM	806857108	30485	284000	SH	DEFINED	01
SCHWAB CHARLES CORP	COM	808513105	5279	257000	SH	DEFINED	01
SEMPRA ENERGY	COM	816851109	3323	59000	SH	DEFINED	01
SIGMA ALDRICH	COM	826552101	1615	30000	SH	DEFINED	01
SIMON PPTY GROUP INC NEW	ADR	828806109	4405	49000	SH	DEFINED	01
SMITH INTL INC	COM	832110100	3569	43000	SH	DEFINED	01
SOHU COM INC	COM	83408W103	14080	200000	SH	DEFINED	01
SOUTHERN CO	COM	842587107	5964	171000	SH	DEFINED	01
SOVEREIGN BANCORP INC	COM	845905108	816	111000	SH	DEFINED	01
SPECTRA ENERGY CORP	COM	847560109	5487	191000	SH	DEFINED	01
SPRINT NEXTEL CORP	COM	852061100	5754	607000	SH	DEFINED	01
ST JUDE MED INC	COM	790849103	4288	105000	SH	DEFINED	01
STANLEY WORKS	COM	854616109	762	17000	SH	DEFINED	01
STAPLES INC	COM	855030102	3561	150000	SH	DEFINED	01
STARWOOD HOTELS + RESORTS INC	COM	85590A401	1923	48000	SH	DEFINED	01
STATE STREET CORPORATION	COM	857477103	6452	101000	SH	DEFINED	01
STRYKER CORP	COM	863667101	4527	72000	SH	DEFINED	01
SUN MICROSYSTEMS INC	COM	866810203	2118	195000	SH	DEFINED	01
SUNTRUST BKS INC	COM	867914103	2782	77000	SH	DEFINED	01
SUPERVALU INC	COM	868536103	1480	48000	SH	DEFINED	01
SYMANTEC CORP	COM	871503108	3618	187000	SH	DEFINED	01
SYSCO CORP	COM	871829107	3739	136000	SH	DEFINED	01
TAIWAN GTR CHINA FD	COM	874037104	517	85096	SH	DEFINED	01
TARGET CORP	COM	87612E106	8227	177000	SH	DEFINED	01
TELE NORTE LESTE PARTICIPACOES	ADR	879246106	386	15500	SH	DEFINED	01
TELEFONOS DE MEXICO S A	ADR	879403707	2251	95000	SH	DEFINED	01
TELEFONOS DE MEXICO S A	ADR	879403780	2743	116000	SH	DEFINED	01
TELEMEX INTERNATIONAL S A B DE	ADR	879690105	1868	116000	SH	DEFINED	01
TELMEX INTERNACIONAL S A B DE	ADR	879690204	1520	95000	SH	DEFINED	01

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TENET HEALTHCARE CORP	COM	88033G100	1721	310000	SH	DEFINED	01
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	1787	39000	SH	DEFINED	01
TEXAS INSTRS INC	COM	882508104	8633	307000	SH	DEFINED	01
TEXTRON INC	COM	883203101	3643	76000	SH	DEFINED	01
THERMO FISHER SCIENTIFIC INC	COM	883556102	7074	127000	SH	DEFINED	01
TIFFANY + CO NEW	COM	886547108	1220	30000	SH	DEFINED	01
TIME WARNER INC NEW	COM	887317105	11830	802000	SH	DEFINED	01
TJX COS INC NEW	COM	872540109	4246	135000	SH	DEFINED	01
TORONTO DOMINION BK ONT	COM	891160509	1109	17810	SH	DEFINED	01
TRANSOCEAN INC	COM	G90073100	10805	71000	SH	DEFINED	01
TRAVELERS COS INC	COM	89417E109	5503	127000	SH	DEFINED	01
TURKCELL ILETISIM HIZMETLERI A	ADR	900111204	1526	105000	SH	DEFINED	01
TYCO ELECTRONICS LTD	COM	G9144P105	3833	107000	SH	DEFINED	01
TYCO INTERNATIONAL LTD BERMUDA	COM	G9143X208	4244	106000	SH	DEFINED	01
UNION PAC CORP	COM	907818108	8743	116000	SH	DEFINED	01
UNITED PARCEL SVC INC	COM	911312106	13706	223000	SH	DEFINED	01
UNITED STS STL CORP NEW	COM	912909108	3326	18000	SH	DEFINED	01
UNITED TECHNOLOGIES CORP	COM	913017109	14303	232000	SH	DEFINED	01
UNITEDHEALTH GROUP INC	COM	91324P102	7035	268000	SH	DEFINED	01
UNUM GROUP	COM	91529Y106	3244	159000	SH	DEFINED	01
US BANCORP DEL	COM	902973304	11481	413000	SH	DEFINED	01
VALERO ENERGY CORP	COM	91913Y100	7613	185000	SH	DEFINED	01
VERISIGN INC	COM	92343E102	1701	45000	SH	DEFINED	01
VERIZON COMMUNICATIONS	COM	92343V104	24060	681000	SH	DEFINED	01
VIACOM INC NEW	COM	92553P201	4302	141000	SH	DEFINED	01
VULCAN MATLS CO	COM	929160109	956	16000	SH	DEFINED	01
WACHOVIA CORP 2ND NEW	COM	929903102	6274	404770	SH	DEFINED	01
WAL MART STORES INC	COM	931142103	29845	532000	SH	DEFINED	01
WALGREEN CO	COM	931422109	6752	208000	SH	DEFINED	01
WASTE MGMT INC DEL	COM	94106L109	5462	145000	SH	DEFINED	01
WATERS CORP	COM	941848103	1806	28000	SH	DEFINED	01
WEATHERFORD INTERNATIONAL LTD	COM	G95089101	7330	148000	SH	DEFINED	01
WELLPOINT INC	COM	94973V107	4280	90000	SH	DEFINED	01
WELLS FARGO + CO NEW	COM	949746101	14557	615000	SH	DEFINED	01
WENDYS INTL INC	COM	950590109	953	35000	SH	DEFINED	01
WESTERN UN CO	COM	959802109	4596	186000	SH	DEFINED	01
WEYERHAEUSER CO	COM	962166104	2297	45000	SH	DEFINED	01
WHIRLPOOL CORP	COM	963320106	988	16000	SH	DEFINED	01
WILLIAMS COS INC	COM	969457100	6364	158000	SH	DEFINED	01
WINDSTREAM CORP	COM	97381W104	1134	92000	SH	DEFINED	01
WRIGLEY WM JR CO	COM	982526105	4038	52000	SH	DEFINED	01
WYETH	COM	983024100	13849	289000	SH	DEFINED	01
WYNDHAM WORLDWIDE CORP	COM	98310W108	679	38000	SH	DEFINED	01
XCEL ENERGY INC	COM	98389B100	1564	78000	SH	DEFINED	01
XILINX INC	COM	983919101	1638	65000	SH	DEFINED	01
XL CAPITAL LTD	COM	G98255105	796	39000	SH	DEFINED	01
XTO ENERGY INC	COM	98385X106	7597	111000	SH	DEFINED	01
YAHOO INC	COM	984332106	7024	340000	SH	DEFINED	01
YUM BRANDS INC	COM	988498101	3647	104000	SH	DEFINED	01
ZIMMER HOLDINGS INC	COM	98956P102	3471	51000	SH	DEFINED	01
ZIONS BANCORP	COM	989701107	834	26500	SH	DEFINED	01

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