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BP PLC  
Form 13F-HR  
February 08, 2007

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, 2006

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                      February 1, 2007  
-----  
[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  
 -----  
 Form 13F Information Table Entry Total: 415  
 -----  
 Form 13F Information Table Value Total: \$ 1,655,738  
 -----  
 (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, 2006

ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES /PRN AMT	SH/PRN	INVESTMENT DISCRETION	MANAG
3M CO	COM	88579Y101	6234	80000	SH	DEFINED	01
ABBOTT LABS	COM	002824100	8037	165000	SH	DEFINED	01
ACE LTD	COM	G0070K103	2665	44000	SH	DEFINED	01
ADOBE SYS INC	COM	00724F101	2673	65000	SH	DEFINED	01
ADVANCED MICRO DEVICES INC	COM	007903107	1180	58000	SH	DEFINED	01
AES CORP	COM	00130H105	1675	76000	SH	DEFINED	01
AETNA INC	COM	00817Y108	2591	60000	SH	DEFINED	01
AFFILIATED COMPUTER SVCS INC	COM	008190100	659	13500	SH	DEFINED	01
AFLAC INC	COM	001055102	2185	47500	SH	DEFINED	01
AGILENT TECHNOLOGIES INC	COM	00846U101	1812	52000	SH	DEFINED	01
AIR PRODS + CHEMS INC	COM	009158106	2108	30000	SH	DEFINED	01
ALCOA INC	COM	013817101	2641	88000	SH	DEFINED	01
ALLEGHENY ENERGY INC	COM	017361106	1492	32500	SH	DEFINED	01
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	997	11000	SH	DEFINED	01
ALLSTATE CORP	COM	020002101	3646	56000	SH	DEFINED	01
ALLTEL CORP	COM	020039103	2540	42000	SH	DEFINED	01
ALTERA CORP	COM	021441100	984	50000	SH	DEFINED	01

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ALTRIA GROUP INC	COM	02209S103	20382	237500	SH	DEFINED	01
AMAZON COM INC	COM	023135106	1302	33000	SH	DEFINED	01
AMBAC FINL GROUP INC	COM	023139108	1470	16500	SH	DEFINED	01
AMEREN CORP	COM	023608102	1075	20000	SH	DEFINED	01
AMERICA MOVIL S A DE C V	ADR	02364W204	13545	300000	SH	DEFINED	01
AMERICA MOVIL S A DE C V	ADR	02364W105	5336	118000	SH	DEFINED	01
AMERICAN ELEC PWR INC	COM	025537101	1703	40000	SH	DEFINED	01
AMERICAN EXPRESS CO	COM	025816109	9343	154000	SH	DEFINED	01
AMERICAN INTL GROUP INC	COM	026874107	20244	282500	SH	DEFINED	01
AMERICAN STD COS INC DEL	COM	029712106	871	19000	SH	DEFINED	01
AMERIPRISE FINL INC	COM	03076C106	1406	25800	SH	DEFINED	01
AMERISOURCEBERGEN CORP	COM	03073E105	1124	25000	SH	DEFINED	01
AMGEN INC	COM	031162100	9563	140000	SH	DEFINED	01
ANADARKO PETE CORP	COM	032511107	2176	50000	SH	DEFINED	01
ANALOG DEVICES INC	COM	032654105	1315	40000	SH	DEFINED	01
ANHEUSER BUSCH COS INC	COM	035229103	3985	81000	SH	DEFINED	01
AON CORP	COM	037389103	1661	47000	SH	DEFINED	01
APACHE CORP	COM	037411105	2527	38000	SH	DEFINED	01
APOLLO GROUP INC	COM	037604105	740	19000	SH	DEFINED	01
APPLE COMPUTER	COM	037833100	7678	90500	SH	DEFINED	01
APPLERA CORP APPLIED BIOSYS	COM	038020103	367	10000	SH	DEFINED	01
APPLIED MATERIALS INC	COM	038222105	3173	172000	SH	DEFINED	01
ARCH CAP GROUP LTD	COM	G0450A105	892	13200	SH	DEFINED	01
ARCHER DANIELS MIDLAND CO	COM	039483102	2397	75000	SH	DEFINED	01
AT+T INC	COM	00206R102	15015	420000	SH	DEFINED	01
AUTODESK INCORPORATED	COM	052769106	1335	33000	SH	DEFINED	01
AUTOMATIC DATA PROCESSING INC	COM	053015103	2955	60000	SH	DEFINED	01
AVAYA INC	COM	053499109	559	40000	SH	DEFINED	01
AVON PRODS INC	COM	054303102	1652	50000	SH	DEFINED	01
BAKBONE SOFTWARE ICOM NPV	COM	057101107	123	87949	SH	SOLE	01
BAKER HUGHES INC	COM	057224107	3920	52500	SH	DEFINED	01
BANCO BRADESCO SA	ADR	059460303	1876	46500	SH	DEFINED	01
BANCO ITAU S A	ADR	059602201	904	25000	SH	DEFINED	01
BANK AMER CORP	COM	060505104	26214	491000	SH	DEFINED	01
BANK NEW YORK INC	COM	064057102	3937	100000	SH	DEFINED	01
BARD C R INC	COM	067383109	1245	15000	SH	DEFINED	01
BAUSCH + LOMB INC	COM	071707103	312	6000	SH	DEFINED	01
BAXTER INTL INC	COM	071813109	2899	62500	SH	DEFINED	01
BB+T CORP	COM	054937107	2197	50000	SH	DEFINED	01
BECTON DICKINSON + CO	COM	075887109	1754	25000	SH	DEFINED	01
BED BATH + BEYOND INC	COM	075896100	1143	30000	SH	DEFINED	01
BELLSOUTH CORP	COM	079860102	9186	195000	SH	DEFINED	01
BEST BUY CO INC	COM	086516101	2386	48500	SH	DEFINED	01
BIOGEN IDEC INC	COM	09062X103	1672	34000	SH	DEFINED	01
BIOMET INC	COM	090613100	1444	35000	SH	DEFINED	01
BJ SVCS CO	COM	055482103	1583	54000	SH	DEFINED	01
BLACK + DECKER CORPORATION	COM	091797100	1200	15000	SH	DEFINED	01
BLOCK H + R INC	COM	093671105	829	36000	SH	DEFINED	01
BMC SOFTWARE INC	COM	055921100	741	23000	SH	DEFINED	01
BOEING CO	COM	097023105	8084	91000	SH	DEFINED	01
BOSTON SCIENTIFIC CORP	COM	101137107	2348	136656	SH	DEFINED	01
BRISTOL MYERS SQUIBB CO	COM	110122108	5988	220000	SH	DEFINED	01
BROADCOM CORP	COM	111320107	1551	48000	SH	DEFINED	01
BURLINGTON NORTHN SANTA FE	COM	12189T104	2879	39000	SH	DEFINED	01
BUTTERFIELD FD MGR THAI EURO	COM	335020905	4315	180000	SH	DEFINED	01
CA INC	COM	12673P105	1246	55000	SH	DEFINED	01
CAPITAL ONE FINL CORP	COM	14040H105	5000	32500	SH	DEFINED	01
CARDINAL HEALTH INC	COM	14149Y108	3350	52000	SH	DEFINED	01
CAREMARK RX INC	COM	141705103	3141	55000	SH	DEFINED	01
CARNIVAL CORP	COM	143658300	2207	45000	SH	DEFINED	01
CARSO GLOBAL TELECOM SA DE CV	ADR	14574P101	1144	160000	SH	DEFINED	01
CATERPILLAR INC	COM	149123101	5029	82000	SH	DEFINED	01

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CB RICHARD ELLIS GROUP INC	COM	12497T101	863	26000	SH	DEFINED	01
CBS CORP CLASS B	COM	124857202	2728	87500	SH	DEFINED	01
CELGENE CORP	COM	151020104	2129	37000	SH	DEFINED	01
CEMEX S.A.B DE C.C ADR	ADR	151290889	8821	260346	SH	DEFINED	01
CENTERPOINT ENERGY INC	COM	15189T107	928	56000	SH	DEFINED	01
CENTEX CORP	COM	152312104	788	14000	SH	DEFINED	01
CHESAPEAKE ENERGY CORP	COM	165167107	1453	50000	SH	DEFINED	01
CHEVRON CORP	COM	166764100	17383	236403	SH	DEFINED	01
CHICAGO MERCANTILE EXCHANGE	COM	167760107	1733	3400	SH	DEFINED	01
CHUBB CORP	COM	171232101	2116	40000	SH	DEFINED	01
CIGNA CORP	COM	125509109	1579	12000	SH	DEFINED	01
CINTAS CORP	COM	172908105	576	14500	SH	DEFINED	01
CISCO SYS INC	COM	17275R102	18584	680000	SH	DEFINED	01
CITIGROUP INC	COM	172967101	29521	530000	SH	DEFINED	01
CITIZENS COMMUNICATIONS CO	COM	17453B101	762	53000	SH	DEFINED	01
CITRIX SYS INC	COM	177376100	541	20000	SH	DEFINED	01
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	2754	77500	SH	DEFINED	01
COACH INC	COM	189754104	2041	47500	SH	DEFINED	01
COCA COLA CO	COM	191216100	12063	250000	SH	DEFINED	01
COCA COLA ENTERPRISES INC	COM	191219104	725	35500	SH	DEFINED	01
COLGATE PALMOLIVE CO	COM	194162103	4632	71000	SH	DEFINED	01
COMCAST CORP NEW	COM	20030N101	9524	225000	SH	DEFINED	01
COMERICA INC	COM	200340107	1027	17500	SH	DEFINED	01
COMMERCE BANCORP INC N J	COM	200519106	882	25000	SH	DEFINED	01
COMPANHIA DE BEBIDAS DAS AMERS	ADR	20441W203	634	13000	SH	DEFINED	01
COMPANHIA SIDERURGICA NATL	ADR	20440W105	327	10900	SH	DEFINED	01
COMPANHIA VALE DO RIO DOCE	ADR	204412209	2974	100000	SH	DEFINED	01
COMPUTER SCIENCES CORP	COM	205363104	1067	20000	SH	DEFINED	01
COMVERSE TECHNOLOGY INC	COM	205862402	422	20000	SH	DEFINED	01
CONAGRA INC	COM	205887102	1836	68000	SH	DEFINED	01
CONOCOPHILLIPS	COM	20825C104	11990	166642	SH	DEFINED	01
CONSTELLATION ENERGY GROUP INC	COM	210371100	1377	20000	SH	DEFINED	01
CORNING INC	COM	219350105	3087	165000	SH	DEFINED	01
COSTCO WHSL CORP NEW	COM	22160K105	2379	45000	SH	DEFINED	01
COUNTRYWIDE FINL CORP	COM	222372104	3056	72000	SH	DEFINED	01
COVENTRY HEALTH CARE INC	COM	222862104	1502	30000	SH	DEFINED	01
CSX CORP	COM	126408103	1653	48000	SH	DEFINED	01
CUMMINS INC	COM	231021106	709	6000	SH	DEFINED	01
CVS CORP	COM	126650100	2782	90000	SH	DEFINED	01
D R HORTON INC	COM	23331A109	715	27000	SH	DEFINED	01
DANAHER CORP	COM	235851102	1956	27000	SH	DEFINED	01
DEERE + CO	COM	244199105	2377	25000	SH	DEFINED	01
DELL INC	COM	24702R101	5470	218000	SH	DEFINED	01
DEVON ENERGY CORPORATION NEW	COM	25179M103	3119	46500	SH	DEFINED	01
DIRECTV GROUP INC	COM	25459L106	2494	100000	SH	DEFINED	01
DISNEY WALT CO	COM	254687106	7882	230000	SH	DEFINED	01
DOMINION RES INC VA NEW	COM	25746U109	2599	31000	SH	DEFINED	01
DONNELLEY R R + SONS CO	COM	257867101	924	26000	SH	DEFINED	01
DOVER CORP	COM	260003108	1127	23000	SH	DEFINED	01
DOW CHEM CO	COM	260543103	4393	110000	SH	DEFINED	01
DTE ENERGY CO	COM	233331107	968	20000	SH	DEFINED	01
DU PONT E I DE NEMOURS + CO	COM	263534109	5115	105000	SH	DEFINED	01
DUKE ENERGY HLDG CORP	COM	26441C105	5646	170000	SH	DEFINED	01
EASTMAN KODAK CO	COM	277461109	774	30000	SH	DEFINED	01
EATON CORP	COM	278058102	1180	15700	SH	DEFINED	01
EBAY INC	COM	278642103	3729	124000	SH	DEFINED	01
ECOLAB INC	COM	278865100	1808	40000	SH	DEFINED	01
EDISON INTL	COM	281020107	2047	45000	SH	DEFINED	01
EL PASO CORP	COM	28336L109	1528	100000	SH	DEFINED	01
ELECTRONIC ARTS INC	COM	285512109	1511	30000	SH	DEFINED	01
ELECTRONIC DATA SYS CORP NEW	COM	285661104	1433	52000	SH	DEFINED	01
EMBARQ CORP	COM	29078E105	863	16411	SH	DEFINED	01

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EMBRAER EMPRESA BRASILEIRA DE	ADR	29081M102	414	10000	SH	DEFINED	01
EMC CORP	COM	268648102	3432	260000	SH	DEFINED	01
EMERSON ELEC CO	COM	291011104	4409	100000	SH	DEFINED	01
ENTERGY CORP NEW	COM	29364G103	2031	22000	SH	DEFINED	01
EOG RESOURCES INC	COM	26875P101	2186	35000	SH	DEFINED	01
EXELON CORP	COM	30161N101	5323	86000	SH	DEFINED	01
EXPRESS SCRIPTS INC	COM	302182100	1146	16000	SH	DEFINED	01
EXXON MOBIL CORP	COM	30231G102	49273	643000	SH	DEFINED	01
FEDERAL HOME LN MTG CORP	COM	313400301	5602	82500	SH	DEFINED	01
FEDERAL NATL MTG ASSN	COM	313586109	6681	112500	SH	DEFINED	01
FEDERATED DEPT STORES INC DE	COM	31410H101	2440	64000	SH	DEFINED	01
FEDEX CORP	COM	31428X106	3530	32500	SH	DEFINED	01
FIFTH THIRD BANCORP	COM	316773100	2865	70000	SH	DEFINED	01
FIRST DATA CORP	COM	319963104	2424	95000	SH	DEFINED	01
FIRST HORIZON NATL CORP	COM	320517105	585	14000	SH	DEFINED	01
FIRSTENERGY CORP	COM	337932107	2412	40000	SH	DEFINED	01
FISERV INC	COM	337738108	996	19000	SH	DEFINED	01
FLUOR CORP NEW	COM	343412102	1225	15000	SH	DEFINED	01
FOMENTO ECONOMICO MEXICANO SAB	CDR	344419106	4295	37100	SH	DEFINED	01
FORD MTR CO DEL	COM	345370860	1277	170000	SH	DEFINED	01
FOREST LABS INC	COM	345838106	1796	35500	SH	DEFINED	01
FPL GROUP INC	COM	302571104	2449	45000	SH	DEFINED	01
FRANKLIN RES INC	COM	354613101	2754	25000	SH	DEFINED	01
FREEMPORT MCMORAN COPPER + GOLD	COM	35671D857	1282	23000	SH	DEFINED	01
GANNETT INC	COM	364730101	1512	25000	SH	DEFINED	01
GAP INC	COM	364760108	1112	57000	SH	DEFINED	01
GENENTECH INC	COM	368710406	608	7500	SH	DEFINED	01
GENERAL DYNAMICS CORP	COM	369550108	2974	40000	SH	DEFINED	01
GENERAL ELEC CO	COM	369604103	41815	1123750	SH	DEFINED	01
GENERAL MLS INC	COM	370334104	2506	43500	SH	DEFINED	01
GENERAL MTRS CORP	COM	370442105	1766	57500	SH	DEFINED	01
GENUINE PARTS CO	COM	372460105	1043	22000	SH	DEFINED	01
GENWORTH FINL INC	COM	37247D106	1368	40000	SH	DEFINED	01
GENZYME CORP	COM	372917104	1693	27500	SH	DEFINED	01
GILEAD SCIENCES INC	COM	375558103	3247	50000	SH	DEFINED	01
GOL LINHAS AEREAS INTELIGENTES	COM	38045R107	229	8000	SH	DEFINED	01
GOLDMAN SACHS GROUP INC	COM	38141G104	10067	50500	SH	DEFINED	01
GOOGLE INC	COM	38259P508	10591	23000	SH	DEFINED	01
GRUPO CARSO SA DE CV	ADR	400485207	2205	300000	SH	DEFINED	01
GRUPO TELEVISION SA DE CV	ADR	40049J206	4187	155000	SH	DEFINED	01
HALLIBURTON CO	COM	406216101	3769	121400	SH	DEFINED	01
HARLEY DAVIDSON INC	COM	412822108	1973	28000	SH	DEFINED	01
HARRAHS ENTMT INC	COM	413619107	1572	19000	SH	DEFINED	01
HARTFORD FINANCIAL SVCS GRP	COM	416515104	3732	40000	SH	DEFINED	01
HASBRO INC	COM	418056107	545	20000	SH	DEFINED	01
HEALTH MGMT ASSOC	COM	421933102	633	30000	SH	DEFINED	01
HEINZ H J CO	COM	423074103	2025	45000	SH	DEFINED	01
HELLENIC TELECOMMUNICATIONS	ADR	423325307	421	27778	SH	DEFINED	01
HERSHEY CO / THE	COM	427866108	946	19000	SH	DEFINED	01
HESS CORP	COM	42809H107	1487	30000	SH	DEFINED	01
HEWLETT PACKARD CO	COM	428236103	12769	310000	SH	DEFINED	01
HILTON HOTELS CORP	COM	432848109	1571	45000	SH	DEFINED	01
HOME DEPOT INC	COM	437076102	8916	222000	SH	DEFINED	01
HONEYWELL INTL INC	COM	438516106	4072	90000	SH	DEFINED	01
HOSPIRA INC	COM	441060100	554	16500	SH	DEFINED	01
HOST HOTELS + RESORTS INC	COM	44107P104	436	17753	SH	DEFINED	01
HUMANA INC	COM	444859102	940	17000	SH	DEFINED	01
IAC INTERACTIVECORP	COM	44919P300	1338	36000	SH	DEFINED	01
ILLINOIS TOOL WKS INC	COM	452308109	2864	62000	SH	DEFINED	01
IMS HEALTH INC	COM	449934108	824	30000	SH	DEFINED	01
INGERSOLL RAND COMPANY LIMITED	COM	G4776G101	1839	47000	SH	DEFINED	01
INTEL CORP	COM	458140100	14,175	700000	SH	DEFINED	01

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INTERCONTINENTAL EXCHANGE INC	COM	45865V100	201569	1868111	SH	SOLE	
INTERNATIONAL BUSINESS MACHS	COM	459200101	15738	162000	SH	DEFINED	01
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	1663	36000	SH	DEFINED	01
INTERNATIONAL PAPER CO	COM	460146103	1876	55000	SH	DEFINED	01
INTUIT	COM	461202103	1220	40000	SH	DEFINED	01
IONA TECHNOLOGIES PLC	ADR	46206P109	320	65000	SH	DEFINED	01
ISHARES TR	COM	464287564	12036	120000	SH	DEFINED	01
ITT CORP NEW	COM	450911102	1421	25000	SH	DEFINED	01
JABIL CIRCUIT INC	COM	466313103	663	27000	SH	DEFINED	01
JDS UNIPHASE CORP	COM	46612J507	375	22500	SH	DEFINED	01
JOHNSON + JOHNSON	COM	478160104	21126	320000	SH	DEFINED	01
JOHNSON CTLS INC	COM	478366107	2148	25000	SH	DEFINED	01
JPMORGAN CHASE + CO	COM	46625H100	18253	377900	SH	DEFINED	01
JUNIPER NETWORKS INC	COM	48203R104	1136	60000	SH	DEFINED	01
KB HOME	COM	48666K109	513	10000	SH	DEFINED	01
KELLOGG CO	COM	487836108	1302	26000	SH	DEFINED	01
KEYCORP NEW	COM	493267108	1711	45000	SH	DEFINED	01
KIMBERLY CLARK CORP	COM	494368103	3262	48000	SH	DEFINED	01
KLA TENCOR CORP	COM	482480100	1045	21000	SH	DEFINED	01
KOHL'S CORP	COM	500255104	2463	36000	SH	DEFINED	01
KROGER CO	COM	501044101	1776	77000	SH	DEFINED	01
L 3 COMMUNICATIONS HLDG CORP	COM	502424104	1390	17000	SH	DEFINED	01
LEGG MASON INC	COM	524901105	1663	17500	SH	DEFINED	01
LEHMAN BROTHERS HLDGS INC	COM	524908100	4453	57000	SH	DEFINED	01
LEXMARK INTL INC	COM	529771107	805	11000	SH	DEFINED	01
LG PHILIPS LCD CO LTD	COM	50186V102	2637	175000	SH	DEFINED	01
LILLY ELI + CO	COM	532457108	5471	105000	SH	DEFINED	01
LIMITED BRANDS INC	COM	532716107	1158	40000	SH	DEFINED	01
LINCOLN NATL CORP IN	COM	534187109	2158	32500	SH	DEFINED	01
LINEAR TECHNOLOGY CORP	COM	535678106	1061	35000	SH	DEFINED	01
LOCKHEED MARTIN CORP	COM	539830109	2946	32000	SH	DEFINED	01
LOEWS CORP	COM	540424108	2177	52500	SH	DEFINED	01
LOTTE SHOPPING CO LTD	COM	54569T106	609	30000	SH	DEFINED	01
LOWES COS INC	COM	548661107	5327	171000	SH	DEFINED	01
LSI LOGIC CORP	COM	502161102	405	45000	SH	DEFINED	01
M + T BK CORP	COM	55261F104	1038	8500	SH	DEFINED	01
MARATHON OIL CORP	COM	565849106	3931	42500	SH	DEFINED	01
MARRIOTT INTL INC NEW	COM	571903202	2601	54500	SH	DEFINED	01
MARSH + MCLENNAN COS INC	COM	571748102	2146	70000	SH	DEFINED	01
MARSHALL + ILSLEY CORP	COM	571834100	1924	40000	SH	DEFINED	01
MASCO CORP	COM	574599106	1344	45000	SH	DEFINED	01
MATTEL INC	COM	577081102	906	40000	SH	DEFINED	01
MAXIM INTEGRATED PRODS INC	COM	57772K101	1225	40000	SH	DEFINED	01
MBIA INC	COM	55262C100	1059	14500	SH	DEFINED	01
MCCORMICK + CO INC	COM	579780206	578	15000	SH	DEFINED	01
MCDONALDS CORP	COM	580135101	6428	145000	SH	DEFINED	01
MCGRAW HILL COS INC	COM	580645109	3129	46000	SH	DEFINED	01
MCKESSON CORP	COM	58155Q103	1775	35000	SH	DEFINED	01
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	1764	33000	SH	DEFINED	01
MEDIMMUNE INC	COM	584699102	793	24500	SH	DEFINED	01
MEDTRONIC INC	COM	585055106	7144	133500	SH	DEFINED	01
MELLON FINL CORP	COM	58551A108	1791	42500	SH	DEFINED	01
MERCK + CO INC	COM	589331107	10486	240500	SH	DEFINED	01
MERRILL LYNCH + CO INC	COM	590188108	9887	106200	SH	DEFINED	01
METLIFE INC	COM	59156R108	4839	82000	SH	DEFINED	01
MICRON TECHNOLOGY INC	COM	595112103	1075	77000	SH	DEFINED	01
MICROSOFT CORP	COM	594918104	28367	950000	SH	DEFINED	01
MOLEX INC	COM	608554101	633	20000	SH	DEFINED	01
MONSANTO CO NEW	COM	61166W101	2627	50000	SH	DEFINED	01
MONSTER WORLDWIDE INC	COM	611742107	653	14000	SH	DEFINED	01
MOODYS CORP	COM	615369105	1796	26000	SH	DEFINED	01
MORGAN STANLEY	COM	617446448	10912	134000	SH	DEFINED	01

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MOTOROLA INC	COM	620076109	5757	280000	SH	DEFINED	01
NABORS INDUSTRIES LTD	COM	G6359F103	1191	40000	SH	DEFINED	01
NATIONAL CITY CORP	COM	635405103	2084	57000	SH	DEFINED	01
NATIONAL SEMICONDUCTOR CORP	COM	637640103	829	36500	SH	DEFINED	01
NATUZZI S P A	ADR	63905A101	1543	181340	SH	DEFINED	01
NETWORK APPLIANCE INC	COM	64120L104	1453	37000	SH	DEFINED	01
NEWELL RUBBERMAID INC	COM	651229106	869	30000	SH	DEFINED	01
NEWMONT MNG CORP	COM	651639106	2935	65000	SH	DEFINED	01
NEWS CORP	COM	65248E203	5454	245000	SH	DEFINED	01
NIKE INC	COM	654106103	2476	25000	SH	DEFINED	01
NOBLE CORPORATION	COM	G65422100	2094	27500	SH	DEFINED	01
NORDSTROM INC	COM	655664100	1357	27500	SH	DEFINED	01
NORFOLK SOUTHN CORP	COM	655844108	2263	45000	SH	DEFINED	01
NORTHERN TRUST CORP	COM	665859104	1183	19500	SH	DEFINED	01
NORTHROP GRUMMAN CORP	COM	666807102	2437	36000	SH	DEFINED	01
NOVELL INC	COM	670006105	223	36000	SH	DEFINED	01
NOVELLUS SYS INC	COM	670008101	516	15000	SH	DEFINED	01
NUCOR CORP	COM	670346105	2186	40000	SH	DEFINED	01
NVIDIA CORP	COM	67066G104	1517	41000	SH	DEFINED	01
OCCIDENTAL PETE CORP	COM	674599105	5371	110000	SH	DEFINED	01
OFFICE DEPOT INC	COM	676220106	1145	30000	SH	DEFINED	01
OMNICOM GROUP	COM	681919106	2833	27100	SH	DEFINED	01
ORACLE CORP	COM	68389X105	7370	430000	SH	DEFINED	01
ORBOTECH LTD	COM	M75253100	1590	62500	SH	DEFINED	01
PACCAR INC	COM	693718108	1801	27750	SH	DEFINED	01
PARKER HANNIFIN CORP	COM	701094104	999	13000	SH	DEFINED	01
PAYCHEX INC	COM	704326107	1680	42500	SH	DEFINED	01
PEABODY ENERGY CORP	COM	704549104	1010	25000	SH	DEFINED	01
PENNEY J C INC	COM	708160106	2398	31000	SH	DEFINED	01
PEPSI BOTTLING GROUP INC	COM	713409100	773	25000	SH	DEFINED	01
PEPSICO INC	COM	713448108	11409	182400	SH	DEFINED	01
PETROLEO BRASILEIRO SA	ADR	71654V408	4635	45000	SH	DEFINED	01
PFIZER INC	COM	717081103	20124	777000	SH	DEFINED	01
PG+E CORP	COM	69331C108	1751	37000	SH	DEFINED	01
PHELPS DODGE CORP	COM	717265102	2275	19000	SH	DEFINED	01
PHOENIX COMPANIES	COM	71902E109	1618	101817	SH	SOLE	01
PITNEY BOWES INC	COM	724479100	1155	25000	SH	DEFINED	01
PNC FINL SVCS GROUP INC	COM	693475105	2295	31000	SH	DEFINED	01
PPG INDS INC	COM	693506107	1284	20000	SH	DEFINED	01
PPL CORP	COM	69351T106	1434	40000	SH	DEFINED	01
PRAXAIR INC	COM	74005P104	1958	33000	SH	DEFINED	01
PRINCIPAL FINANCIAL GROUP	COM	74251V102	2055	35000	SH	DEFINED	01
PROCTER AND GAMBLE CO	COM	742718109	22623	352000	SH	DEFINED	01
PROGRESS ENERGY INC	COM	743263105	1571	32000	SH	DEFINED	01
PROGRESSIVE CORP OHIO	COM	743315103	1938	80000	SH	DEFINED	01
PRUDENTIAL FINL INC	COM	744320102	5152	60000	SH	DEFINED	01
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	1660	25000	SH	DEFINED	01
PULTE HOMES INC	COM	745867101	861	26000	SH	DEFINED	01
QLOGIC CORP	COM	747277101	658	30000	SH	DEFINED	01
QUALCOMM INC	COM	747525103	6424	170000	SH	DEFINED	01
QUEST DIAGNOSTICS INC	COM	74834L100	1113	21000	SH	DEFINED	01
QUESTAR CORP	COM	748356102	747	9000	SH	DEFINED	01
QWEST COMMUNICATIONS INTL INC	COM	749121109	1339	160000	SH	DEFINED	01
RAYTHEON CO	COM	755111507	2640	50000	SH	DEFINED	01
REALOGY CORP	COM	75605E100	910	30000	SH	DEFINED	01
REGIONS FINL CORP NEW	COM	7591EP100	483	12909	SH	DEFINED	01
ROBERT HALF INTL INC	COM	770323103	705	19000	SH	DEFINED	01
ROCKWELL AUTOMATION INC	COM	773903109	1222	20000	SH	DEFINED	01
ROCKWELL COLLINS INC	COM	774341101	1139	18000	SH	DEFINED	01
ROHM + HAAS CO	COM	775371107	1406	27500	SH	DEFINED	01
SAFECO CORP	COM	786429100	813	13000	SH	DEFINED	01
SAFEWAY INC	COM	786514208	1901	55000	SH	DEFINED	01

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SANDISK CORP	COM	80004C101	904	21000	SH	DEFINED	01
SANMINA SCI CORP	COM	800907107	190	55000	SH	DEFINED	01
SARA LEE CORP	COM	803111103	1618	95000	SH	DEFINED	01
SCHERING PLOUGH CORP	COM	806605101	3688	156000	SH	DEFINED	01
SCHLUMBERGER LTD	COM	806857108	8021	127000	SH	DEFINED	01
SCHWAB CHARLES CORP	COM	808513105	2495	129000	SH	DEFINED	01
SEARS HLDGS CORP	COM	812350106	1681	10010	SH	DEFINED	01
SEMPRA ENERGY	COM	816851109	1681	30000	SH	DEFINED	01
SIGMA ALDRICH	COM	826552101	622	8000	SH	DEFINED	01
SK TELECOM LTD	COM	78440P108	3310	125000	SH	DEFINED	01
SLM CORP	COM	78442P106	2146	44000	SH	DEFINED	01
SMITH INTL INC	COM	832110100	904	22000	SH	DEFINED	01
SOHU COM INC	COM	83408W103	9600	400000	SH	DEFINED	01
SOLECTRON CORP	COM	834182107	314	97550	SH	DEFINED	01
SOUTHERN CO	COM	842587107	3244	88000	SH	DEFINED	01
SOUTHWEST AIRLS CO	COM	844741108	1379	90000	SH	DEFINED	01
SPRINT NEXTEL CORP	COM	852061100	5856	310000	SH	DEFINED	01
ST JUDE MED INC	COM	790849103	1883	51500	SH	DEFINED	01
ST PAUL TRAVELERS COS INC	COM	792860108	4027	75000	SH	DEFINED	01
STANLEY WORKS	COM	854616109	453	9000	SH	DEFINED	01
STAPLES INC	COM	855030102	2590	97000	SH	DEFINED	01
STARBUCKS CORP	COM	855244109	2869	81000	SH	DEFINED	01
STARWOOD HOTELS + RESORTS INC	COM	85590A401	1813	29000	SH	DEFINED	01
STATE STREET CORPORATION	COM	857477103	2428	36000	SH	DEFINED	01
STRYKER CORP	COM	863667101	1708	31000	SH	DEFINED	01
SUN MICROSYSTEMS INC	COM	866810104	1951	360000	SH	DEFINED	01
SUNTRUST BKS INC	COM	867914103	3589	42500	SH	DEFINED	01
SUPERVALU INC	COM	868536103	894	25000	SH	DEFINED	01
SYMANTEC CORP	COM	871503108	2294	110000	SH	DEFINED	01
SYNOVUS FINL CORP	COM	87161C105	1418	46000	SH	DEFINED	01
SYSCO CORP	COM	871829107	2022	55000	SH	DEFINED	01
TAIWAN GTR CHINA FD	COM	874037104	725	109723	SH	DEFINED	01
TARGET CORP	COM	87612E106	5420	95000	SH	DEFINED	01
TELEFONOS DE MEXICO S A	ADR	879403780	3278	116000	SH	DEFINED	01
TELEFONOS DE MEXICO S A	ADR	879403707	2656	95000	SH	DEFINED	01
TELLABS INC	COM	879664100	616	60000	SH	DEFINED	01
TEMPLE INLAND INC	COM	879868107	552	12000	SH	DEFINED	01
TENET HEALTHCARE CORP	COM	88033G100	349	50000	SH	DEFINED	01
TERADYNE INC	COM	880770102	449	30000	SH	DEFINED	01
TEXAS INSTRS INC	COM	882508104	4752	165000	SH	DEFINED	01
TEXTRON INC	COM	883203101	1829	19500	SH	DEFINED	01
THERMO FISHER SCIENTIFIC INC	COM	883556102	1993	44000	SH	DEFINED	01
TIFFANY + CO NEW	COM	886547108	589	15000	SH	DEFINED	01
TIME WARNER INC NEW	COM	887317105	9910	455000	SH	DEFINED	01
TJX COS INC NEW	COM	872540109	1369	48000	SH	DEFINED	01
TRANSOCEAN INC	COM	G90078109	4247	52500	SH	DEFINED	01
TRIBUNE CO NEW	COM	896047107	708	23000	SH	DEFINED	01
TXU CORP	COM	873168108	3144	58000	SH	DEFINED	01
TYCO INTL LTD	COM	902124106	6354	209000	SH	DEFINED	01
UNION PAC CORP	COM	907818108	2485	27000	SH	DEFINED	01
UNITED PARCEL SVC INC	COM	911312106	8623	115000	SH	DEFINED	01
UNITED STS STL CORP NEW	COM	912909108	585	8000	SH	DEFINED	01
UNITED TECHNOLOGIES CORP	COM	913017109	7315	117000	SH	DEFINED	01
UNITEDHEALTH GROUP INC	COM	91324P102	8414	156600	SH	DEFINED	01
UNUMPROVIDENT CORP	COM	91529Y106	921	44300	SH	DEFINED	01
US BANCORP DEL	COM	902973304	6894	190500	SH	DEFINED	01
UST INC	COM	902911106	582	10000	SH	DEFINED	01
VALERO ENERGY CORP	COM	91913Y100	3581	70000	SH	DEFINED	01
VERISIGN INC	COM	92343E102	625	26000	SH	DEFINED	01
VERIZON COMMUNICATIONS	COM	92343V104	11321	304000	SH	DEFINED	01
VIACOM INC NEW	COM	92553P201	3180	77500	SH	DEFINED	01
VULCAN MATLS CO	COM	929160109	899	10000	SH	DEFINED	01



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WACHOVIA CORP 2ND NEW	COM	929903102	12637	221899	SH	DEFINED	01
WAL MART STORES INC	COM	931142103	12515	271000	SH	DEFINED	01
WALGREEN CO	COM	931422109	5277	115000	SH	DEFINED	01
WASHINGTON MUT INC	COM	939322103	4776	105000	SH	DEFINED	01
WASTE MGMT INC DEL	COM	94106L109	2133	58000	SH	DEFINED	01
WELLPOINT INC	COM	94973V107	6217	79000	SH	DEFINED	01
WELLS FARGO + CO NEW	COM	949746101	12446	350000	SH	DEFINED	01
WENDYS INTL INC	COM	950590109	414	12500	SH	DEFINED	01
WESTERN UN CO	COM	959802109	2130	95000	SH	DEFINED	01
WEYERHAEUSER CO	COM	962166104	2437	34500	SH	DEFINED	01
WHIRLPOOL CORP	COM	963320106	664	8000	SH	DEFINED	01
WHOLE FOODS MKT INC	COM	966837106	751	16000	SH	DEFINED	01
WILLIAMS COS INC	COM	969457100	1567	60000	SH	DEFINED	01
WINDSTREAM CORP	COM	97381W104	669	47043	SH	DEFINED	01
WRIGLEY WM JR CO	COM	982526105	1190	23000	SH	DEFINED	01
WYETH	COM	983024100	7383	145000	SH	DEFINED	01
WYNDHAM WORLDWIDE CORP	COM	98310W108	768	24000	SH	DEFINED	01
XCEL ENERGY INC	COM	98389B100	922	40000	SH	DEFINED	01
XEROX CORP	COM	984121103	1627	96000	SH	DEFINED	01
XILINX INC	COM	983919101	845	35500	SH	DEFINED	01
XL CAPITAL LTD	COM	G98255105	1440	20000	SH	DEFINED	01
XTO ENERGY INC	COM	98385X106	1880	39966	SH	DEFINED	01
YAHOO INC	COM	984332106	3537	138500	SH	DEFINED	01
YUM BRANDS INC	COM	988498101	1705	29000	SH	DEFINED	01
ZIMMER HOLDINGS INC	COM	98956P102	2038	26000	SH	DEFINED	01
ZIONS BANCORP	COM	989701107	1937	23500	SH	DEFINED	01

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