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BP PLC  
Form 13F-HR  
February 05, 2009

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, 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	5th February 2009
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[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: 350  
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Form 13F Information Table Value Total: \$ 1,678,546  
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(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, 2008

ISSUER	TITLE OF CLASS	CUSIP	MARKET VALUE ( USD 000 )	SHARES /PRN AMT	SH/ PRN	INVESTMENT DISCRETION
3M CO	COM	88579Y101	7,480	130,000	SH	DEFINED
ABBOTT LABS	COM	002824100	16,011	300,000	SH	DEFINED
ABERCROMBIE + FITCH CO	COM	002896207	415	18,000	SH	DEFINED
ACE LIMITED	COM	H0023R105	2,956	56,000	SH	DEFINED
ADOBE SYS INC	COM	00724F101	2,768	130,000	SH	DEFINED
ADVANCED MICRO DEVICES	COM	007903107	166	77,000	SH	DEFINED
AES CORP	COM	00130H105	1,045	127,000	SH	DEFINED
AFLAC INC	COM	001055102	4,818	105,100	SH	DEFINED
AGILENT TECHNOLOGIES INC	COM	00846U101	1,078	69,000	SH	DEFINED
AIR PRODS + CHEMS INC	COM	009158106	2,764	55,000	SH	DEFINED
ALCOA INC	COM	013817101	1,721	153,000	SH	DEFINED
ALLEGHENY ENERGY INC	COM	017361106	1,826	54,000	SH	DEFINED
ALLEGHENY TECHNOLOGIES	COM	01741R102	969	38,000	SH	DEFINED
ALLERGAN INC	COM	018490102	2,258	56,000	SH	DEFINED
ALLSTATE CORP	COM	020002101	3,309	101,000	SH	DEFINED
ALTERA CORP	COM	021441100	932	56,000	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	7,314	486,000	SH	DEFINED

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AMAZON COM INC	COM	023135106	2,202	43,000	SH	DEFINED
AMEREN CORP	COM	023608102	1,364	41,000	SH	DEFINED
AMERICA MOVIL S A DE C V	ADR	02364W204	9,249	300,000	SH	DEFINED
AMERICA MOVIL SAB DE CV	ADR	02364W105	3,092	100,000	SH	DEFINED
AMERICAN ELEC PWR INC	COM	025537101	3,323	100,000	SH	DEFINED
AMERICAN EXPRESS CO	COM	025816109	3,988	215,000	SH	DEFINED
AMERICAN TOWER CORP	COM	029912201	2,636	90,000	SH	DEFINED
AMERIPRISE FINL INC	COM	03076C106	957	41,000	SH	DEFINED
AMERISOURCEBERGEN CORP	COM	03073E105	1,854	52,000	SH	DEFINED
AMGEN INC	COM	031162100	11,268	196,000	SH	DEFINED
ANADARKO PETE CORP	COM	032511107	3,315	86,000	SH	DEFINED
AON CORP	COM	037389103	3,928	86,000	SH	DEFINED
APACHE CORP	COM	037411105	4,621	62,000	SH	DEFINED
APPLE INC	COM	037833100	14,083	165,000	SH	DEFINED
APPLIED MATERIALS INC	COM	038222105	2,533	250,000	SH	DEFINED
ARCH CAP GROUP LTD	COM	G0450A105	2,969	42,400	SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	039483102	4,205	146,000	SH	DEFINED
AT+T INC	COM	00206R102	33,260	1,167,000	SH	DEFINED
AUTOMATIC DATA PROCESSING	COM	053015103	4,508	115,000	SH	DEFINED
AUTOZONE INC	COM	053332102	1,046	7,500	SH	DEFINED
AVON PRODS INC	COM	054303102	2,617	109,000	SH	DEFINED
BAKER HUGHES INC	COM	057224107	2,660	83,000	SH	DEFINED
BANCO BRADESCO SA	ADR	059460303	1,034	105,000	SH	DEFINED
BANCO ITAU S A	ADR	059602201	724	62,500	SH	DEFINED
BANK AMER CORP	COM	060505104	12,983	930,000	SH	DEFINED
BANK NEW YORK MELLON CORP	COM	064058100	7,536	266,000	SH	DEFINED
BARD C R INC	COM	067383109	1,600	19,000	SH	DEFINED
BAXTER INTL INC	COM	071813109	7,717	144,000	SH	DEFINED
BB+T CORP	COM	054937107	2,799	102,000	SH	DEFINED
BECTON DICKINSON + CO	COM	075887109	3,077	45,000	SH	DEFINED
BED BATH + BEYOND INC	COM	075896100	1,220	48,000	SH	DEFINED
BEST BUY CO INC	COM	086516101	1,797	64,000	SH	DEFINED
BIOGEN IDEC INC	COM	09062X103	2,567	54,000	SH	DEFINED
BLACK+DECKER CORPORATION	COM	091797100	501	12,000	SH	DEFINED
BLOCK H + R INC	COM	093671105	1,385	61,000	SH	DEFINED
BMC SOFTWARE INC	COM	055921100	1,722	64,000	SH	DEFINED
BOEING CO	COM	097023105	5,842	137,000	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	10,082	434,000	SH	DEFINED
BROADCOM CORP	COM	111320107	1,406	83,000	SH	DEFINED
BURLINGTON NORTHN SANTAFE	COM	12189T104	3,936	52,000	SH	DEFINED
C H ROBINSON WORLDWIDE	COM	12541W209	1,814	33,000	SH	DEFINED
CA INC	COM	12673P105	1,406	76,000	SH	DEFINED
CAPITAL ONE FINL CORP	COM	14040H105	2,169	68,000	SH	DEFINED
CARDINAL HEALTH INC	COM	14149Y108	2,309	67,000	SH	DEFINED
CARNIVAL CORP	COM	143658300	2,019	83,000	SH	DEFINED
CATERPILLAR INC	COM	149123101	5,759	129,000	SH	DEFINED
CELGENE CORP	COM	151020104	6,299	114,000	SH	DEFINED
CEMEX S.A.B DE C.C ADR	ADR	151290889	2,466	269,788	SH	DEFINED
CENTERPOINT ENERGY INC	COM	15189T107	1,525	121,000	SH	DEFINED
CENTEX CORP	COM	152312104	298	28,000	SH	DEFINED
CHESAPEAKE ENERGY CORP	COM	165167107	2,968	184,000	SH	DEFINED
CHEVRON CORP	COM	166764100	30,057	408,000	SH	DEFINED
CHUBB CORP	COM	171232101	4,129	81,000	SH	DEFINED
CISCO SYS INC	COM	17275R102	19,243	1,182,000	SH	DEFINED
CITIGROUP INC	COM	172967101	6,821	1,018,000	SH	DEFINED
CITRIX SYS INC	COM	177376100	837	35,531	SH	DEFINED
CME GROUP INC	COM	12572Q105	2,285	11,000	SH	DEFINED
COACH INC	COM	189754104	1,329	64,000	SH	DEFINED
COCA COLA CO	COM	191216100	16,686	369,000	SH	DEFINED
COCA COLA ENTERPRISES INC	COM	191219104	769	64,000	SH	DEFINED
COGNIZANT TECHNOLOGY	COM	192446102	1,769	98,000	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	6,371	93,000	SH	DEFINED

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COMCAST CORP NEW	COM	20030N101	9,840	585,000	SH	DEFINED
COMERICA INC	COM	200340107	596	30,000	SH	DEFINED
COMPANHIA DE BEBIDAS DAS	ADR	20441W203	574	13,000	SH	DEFINED
COMPANHIA SIDERURGICA NATL	ADR	20440W105	419	32,700	SH	DEFINED
COMPANHIA VALE DO RIO DOCE	ADR	204412209	1,812	150,000	SH	DEFINED
COMPUTER SCIENCES CORP	COM	205363104	983	28,000	SH	DEFINED
CONAGRA INC	COM	205887102	1,386	84,000	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	13,209	255,000	SH	DEFINED
CONSOL ENERGY INC	COM	20854P109	1,199	42,000	SH	DEFINED
CORNING INC	COM	219350105	2,846	299,000	SH	DEFINED
COSTCO WHSL CORP NEW	COM	22160K105	3,409	65,000	SH	DEFINED
COVENTRY HEALTH CARE INC	COM	222862104	461	31,000	SH	DEFINED
COVIDIEN LTD	COM	G2552X108	4,892	135,000	SH	DEFINED
CSX CORP	COM	126408103	2,468	76,000	SH	DEFINED
CTRIIP COM INTL ADR	ADR	22943F100	6,639	280,000	SH	DEFINED
CUMMINS INC	COM	231021106	1,041	39,000	SH	DEFINED
CVS CAREMARK CORP	COM	126650100	7,786	271,000	SH	DEFINED
D R HORTON INC	COM	23331A109	381	54,000	SH	DEFINED
DANAHER CORP	COM	235851102	3,452	61,000	SH	DEFINED
DEERE + CO	COM	244199105	3,027	79,000	SH	DEFINED
DELL INC	COM	24702R101	1,983	194,000	SH	DEFINED
DENISON MINES CORP	COM	248356107	36	30,240	SH	DEFINED
DEVON ENERGY CORPORATION	COM	25179M103	6,761	103,000	SH	DEFINED
DIRECTV GROUP INC	COM	25459L106	3,646	160,000	SH	DEFINED
DISNEY WALT CO	COM	254687106	8,565	378,000	SH	DEFINED
DOMINION RES INC VA NEW	COM	25746U109	3,152	88,000	SH	DEFINED
DONNELLEY R R + SONS CO	COM	257867101	584	43,000	SH	DEFINED
DOVER CORP	COM	260003108	1,218	37,000	SH	DEFINED
DOW CHEM CO	COM	260543103	2,595	172,000	SH	DEFINED
DTE ENERGY CO	COM	233331107	1,070	30,000	SH	DEFINED
DU PONT EIDE NEMOURS + CO	COM	263534109	4,247	168,000	SH	DEFINED
DUKE ENERGY HLDG CORP	COM	26441C105	4,293	286,000	SH	DEFINED
DYNEGY INC DEL	COM	26817G102	221	111,000	SH	DEFINED
EASTMAN KODAK CO	COM	277461109	328	50,000	SH	DEFINED
EBAY INC	COM	278642103	2,778	199,000	SH	DEFINED
ECOLAB INC	COM	278865100	1,195	34,000	SH	DEFINED
EDISON INTL	COM	281020107	2,629	82,000	SH	DEFINED
EL PASO CORP	COM	28336L109	1,861	238,000	SH	DEFINED
ELECTRONIC ARTS INC	COM	285512109	975	61,000	SH	DEFINED
EMBARQ CORP	COM	29078E105	1,606	45,000	SH	DEFINED
EMBRAER EMPRESA BRASILEIRA	ADR	29081M102	162	10,000	SH	DEFINED
EMC CORP	COM	268648102	4,707	450,000	SH	DEFINED
EMERSON ELEC CO	COM	291011104	6,004	164,000	SH	DEFINED
ENSCO INTL INC	COM	26874Q100	750	26,500	SH	DEFINED
ENERGY CORP NEW	COM	29364G103	2,993	36,000	SH	DEFINED
EOG RESOURCES INC	COM	26875P101	3,722	56,000	SH	DEFINED
EQUIFAX INC	COM	294429105	1,459	55,000	SH	DEFINED
EQUITABLE RES INC	COM	294549100	738	22,000	SH	DEFINED
EXELON CORP	COM	30161N101	6,839	123,000	SH	DEFINED
EXPRESS SCRIPTS INC	COM	302182100	3,794	69,000	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	78,028	980,000	SH	DEFINED
FAMILY DLR STORES INC	COM	307000109	2,082	80,000	SH	DEFINED
FEDEX CORP	COM	31428X106	3,784	59,000	SH	DEFINED
FIFTH THIRD BANCORP	COM	316773100	955	116,000	SH	DEFINED
FIRSTENERGY CORP	COM	337932107	2,816	58,000	SH	DEFINED
FISERV INC	COM	337738108	1,963	54,000	SH	DEFINED
FLUOR CORP NEW	COM	343412102	2,199	49,000	SH	DEFINED
FOMENTO ECONOMICO MEXICANO	ADR	344419106	3,349	111,300	SH	DEFINED
FOREST LABS INC	COM	345838106	1,502	59,000	SH	DEFINED
FOSTER WHEELER LTD	COM	G36535139	678	29,000	SH	DEFINED
FPL GROUP INC	COM	302571104	4,630	92,000	SH	DEFINED
FRANKLIN RES INC	COM	354613101	1,786	28,000	SH	DEFINED

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FREEMPORTMCMORAN COPPERGOLD	COM	35671D857	1,732	71,000	SH	DEFINED
FRONTIER COMMUNICATIONS	COM	35906A108	725	83,000	SH	DEFINED
GAP INC	COM	364760108	1,192	89,000	SH	DEFINED
GENENTECH INC	COM	368710406	1,239	15,000	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	5,010	87,000	SH	DEFINED
GENERAL ELEC CO	COM	369604103	31,354	1,939,000	SH	DEFINED
GENERAL MLS INC	COM	370334104	3,762	62,000	SH	DEFINED
GENUINE PARTS CO	COM	372460105	1,212	32,000	SH	DEFINED
GENZYME CORP	COM	372917104	4,115	62,000	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	10,320	202,000	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	6,836	81,000	SH	DEFINED
GOOGLE INC	COM	38259P508	12,295	40,000	SH	DEFINED
GRAINGER W W INC	COM	384802104	2,202	28,000	SH	DEFINED
GRUPO TELEVISION SA DE CV	ADR	40049J206	2,311	155,000	SH	DEFINED
HALLIBURTON CO	COM	406216101	4,410	243,000	SH	DEFINED
HARLEY DAVIDSON INC	COM	412822108	779	46,000	SH	DEFINED
HARSCO CORP	COM	415864107	621	22,500	SH	DEFINED
HARTFORD FINANCIAL SVCS	COM	416515104	1,475	90,000	SH	DEFINED
HASBRO INC	COM	418056107	728	25,000	SH	DEFINED
HEINZ H J CO	COM	423074103	2,893	77,000	SH	DEFINED
HELLENIC TELECOMMUNICATION	ADR	423325307	231	27,778	SH	DEFINED
HERSHEY CO / THE	COM	427866108	1,146	33,000	SH	DEFINED
HESS CORP	COM	42809H107	3,648	68,000	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	17,871	493,000	SH	DEFINED
HOME DEPOT INC	COM	437076102	8,609	374,000	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	5,279	161,000	SH	DEFINED
HOSPIRA INC	COM	441060100	830	31,000	SH	DEFINED
HUDSON CITY BANCORP INC	COM	443683107	1,834	115,000	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	3,330	95,000	SH	DEFINED
INGERSOLL RAND COMPANY LTD	COM	G4776G101	1,077	62,050	SH	DEFINED
INTEL CORP	COM	458140100	17,252	1,176,000	SH	DEFINED
INTERCONTINENTAL EXCHANGE	COM	45865V100	104,543	1,268,110	SH	SOLE
IBM	COM	459200101	23,307	277,000	SH	DEFINED
INTERNATIONAL PAPER CO	COM	460146103	979	83,000	SH	DEFINED
INTUIT	COM	461202103	1,785	75,000	SH	DEFINED
ISHARES TR	COM	464287564	7,760	180,000	SH	DEFINED
ITT CORP NEW	COM	450911102	3,258	71,000	SH	DEFINED
JOHNSON + JOHNSON	COM	478160104	33,955	568,000	SH	DEFINED
JOHNSON CTLS INC	COM	478366107	2,032	112,000	SH	DEFINED
JOY GLOBAL INC	COM	481165108	618	27,000	SH	DEFINED
JPMORGAN CHASE + CO	COM	46625H100	22,260	706,000	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	1,803	103,000	SH	DEFINED
KB HOME	COM	48666K109	218	16,000	SH	DEFINED
KELLOGG CO	COM	487836108	2,060	47,000	SH	DEFINED
KEYCORP NEW	COM	493267108	755	89,000	SH	DEFINED
KIMBERLY CLARK CORP	COM	494368103	4,113	78,000	SH	DEFINED
KLA TENCOR CORP	COM	482480100	741	34,000	SH	DEFINED
KOHL'S CORP	COM	500255104	2,712	75,000	SH	DEFINED
KRAFT FOODS INC	COM	50075N104	7,536	281,000	SH	DEFINED
KROGER CO	COM	501044101	3,247	123,000	SH	DEFINED
L 3 COMMUNICATIONS HLDG	COM	502424104	2,509	34,000	SH	DEFINED
LEUCADIA NATL CORP	COM	527288104	931	47,000	SH	DEFINED
LG DISPLAY CO LTD	ADR	50186V102	1,446	175,000	SH	DEFINED
LIBERTY MEDIA CORP NEW	COM	53071M500	628	36,000	SH	DEFINED
LILLY ELI + CO	COM	532457108	7,488	186,000	SH	DEFINED
LINCOLN NATL CORP	COM	534187109	904	48,000	SH	DEFINED
LINEAR TECHNOLOGY CORP	COM	535678106	904	41,000	SH	DEFINED
LOCKHEED MARTIN CORP	COM	539830109	6,222	74,000	SH	DEFINED
LOEWS CORP	COM	540424108	1,839	65,147	SH	DEFINED
LORILLARD INC	COM	544147101	2,579	45,797	SH	DEFINED
LOWES COS INC	COM	548661107	5,894	274,000	SH	DEFINED
M + T BK CORP	COM	55261F104	2,121	37,000	SH	DEFINED

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MACYS INC	COM	55616P104	838	81,000	SH	DEFINED
MARATHON OIL CORP	COM	565849106	3,600	132,000	SH	DEFINED
MARRIOTT INTL INC NEW	COM	571903202	1,068	55,000	SH	DEFINED
MARSH + MCLENNAN COS INC	COM	571748102	3,419	141,000	SH	DEFINED
MARSHALL + ILSLEY CORP NEW	COM	571837103	667	49,000	SH	DEFINED
MASCO CORP	COM	574599106	801	72,000	SH	DEFINED
MATTEL INC	COM	577081102	1,135	71,000	SH	DEFINED
MCDONALDS CORP	COM	580135101	15,105	243,000	SH	DEFINED
MCGRAW HILL COS INC	COM	580645109	1,367	59,000	SH	DEFINED
MCKESSON CORP	COM	58155Q103	2,010	52,000	SH	DEFINED
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	5,364	128,000	SH	DEFINED
MEDTRONIC INC	COM	585055106	6,628	211,000	SH	DEFINED
MEMC ELECTR MATLS INC	COM	552715104	613	43,000	SH	DEFINED
MERCK + CO INC	COM	589331107	12,000	395,000	SH	DEFINED
MERRILL LYNCH + CO INC	COM	590188108	4,284	368,000	SH	DEFINED
METLIFE INC	COM	59156R108	4,949	142,000	SH	DEFINED
METROPCS COMMUNICATIONS	COM	591708102	39,065	2,630,613	SH	SOLE
MICRON TECHNOLOGY INC	COM	595112103	403	154,000	SH	DEFINED
MICROSOFT CORP	COM	594918104	29,860	1,536,000	SH	DEFINED
MINDRAY MED INTL LTD	ADR	602675100	5,400	300,000	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	7,944	113,000	SH	DEFINED
MORGAN STANLEY	COM	617446448	3,991	249,000	SH	DEFINED
MOTOROLA INC	COM	620076109	1,874	424,000	SH	DEFINED
MURPHY OIL CORP	COM	626717102	2,262	51,000	SH	DEFINED
NATIONAL OILWELL VARCO	COM	637071101	1,882	77,000	SH	DEFINED
NETAPP INC	COM	64110D104	892	64,000	SH	DEFINED
NEW ORIENTAL ED + TECH	ADR	647581107	8,205	150,000	SH	DEFINED
NEWMONT MNG CORP	COM	651639106	4,965	122,000	SH	DEFINED
NEWS CORP	COM	65248E203	3,905	408,000	SH	DEFINED
NIKE INC	COM	654106103	3,721	73,000	SH	DEFINED
NOBLE CORPORATION	COM	G65422100	1,126	51,000	SH	DEFINED
NORDSTROM INC	COM	655664100	413	31,000	SH	DEFINED
NORFOLK SOUTHN CORP	COM	655844108	3,294	70,000	SH	DEFINED
NORTHERN TRUST CORP	COM	665859104	3,701	71,000	SH	DEFINED
NORTHROP GRUMMAN CORP	COM	666807102	2,838	63,000	SH	DEFINED
NUCOR CORP	COM	670346105	3,464	75,000	SH	DEFINED
NVIDIA CORP	COM	67066G104	865	107,000	SH	DEFINED
NYSE EURONEXT	COM	629491101	1,587	58,000	SH	DEFINED
OCCIDENTAL PETE CORP	COM	674599105	10,553	176,000	SH	DEFINED
OMNICOM GROUP	COM	681919106	1,532	57,000	SH	DEFINED
ORACLE CORP	COM	68389X105	14,408	814,000	SH	DEFINED
PACCAR INC	COM	693718108	1,944	68,000	SH	DEFINED
PARKER HANNIFIN CORP	COM	701094104	1,361	32,000	SH	DEFINED
PAYCHEX INC	COM	704326107	1,601	61,000	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	1,793	79,000	SH	DEFINED
PEPSI BOTTLING GROUP INC	COM	713409100	607	27,000	SH	DEFINED
PEPSICO INC	COM	713448108	16,589	303,000	SH	DEFINED
PETROLEO BRASILEIRO SA	ADR	71654V408	3,060	125,000	SH	DEFINED
PFIZER INC	COM	717081103	22,191	1,253,000	SH	DEFINED
PG+E CORP	COM	69331C108	3,285	85,000	SH	DEFINED
PHILIP MORRIS INTL ORD	COM	718172109	18,966	436,000	SH	DEFINED
PHOENIX COMPANIES	COM	71902E109	333	101,817	SH	SOLE
PITNEY BOWES INC	COM	724479100	967	38,000	SH	DEFINED
PNC FINL SVCS GROUP INC	COM	693475105	4,654	95,000	SH	DEFINED
PPG INDS INC	COM	693506107	1,314	31,000	SH	DEFINED
PPL CORP	COM	69351T106	2,179	71,000	SH	DEFINED
PRAXAIR INC	COM	74005P104	4,215	71,000	SH	DEFINED
PRECISION CASTPARTS CORP	COM	740189105	1,189	20,000	SH	DEFINED
PRICE T ROWE GROUP INC	COM	74144T108	2,086	59,000	SH	DEFINED
PRINCIPAL FINANCIAL GROUP	COM	74251V102	1,061	47,000	SH	DEFINED
PROCTER AND GAMBLE CO	COM	742718109	35,597	576,000	SH	DEFINED
PROGRESS ENERGY INC	COM	743263105	1,913	48,000	SH	DEFINED

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PROGRESSIVE CORP OHIO	COM	743315103	1,894	128,000	SH	DEFINED
PRUDENTIAL FINL INC	COM	744320102	2,445	81,000	SH	DEFINED
PUBLIC SVC ENTERPRISE	COM	744573106	2,828	97,000	SH	DEFINED
PULTE HOMES INC	COM	745867101	448	41,000	SH	DEFINED
QUALCOMM INC	COM	747525103	10,812	302,000	SH	DEFINED
QUEST DIAGNOSTICS INC	COM	74834L100	1,608	31,000	SH	DEFINED
QUESTAR CORP	COM	748356102	2,383	73,000	SH	DEFINED
RAYTHEON CO	COM	755111507	5,002	98,000	SH	DEFINED
ROCKWELL COLLINS INC	COM	774341101	1,173	30,000	SH	DEFINED
SAFEWAY INC	COM	786514208	1,949	82,000	SH	DEFINED
SCHERING PLOUGH CORP	COM	806605101	5,123	301,000	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	10,202	241,000	SH	DEFINED
SCHWAB CHARLES CORP	COM	808513105	3,555	220,000	SH	DEFINED
SEMPRA ENERGY	COM	816851109	1,960	46,000	SH	DEFINED
SIGMA ALDRICH	COM	826552101	1,266	30,000	SH	DEFINED
SIMON PPTY GROUP INC NEW	COM	828806109	2,284	43,000	SH	DEFINED
SMITH INTL INC	COM	832110100	984	43,000	SH	DEFINED
SOHU COM INC	COM	83408W103	9,466	200,000	SH	DEFINED
SOUTHERN CO	COM	842587107	6,132	166,000	SH	DEFINED
SPECTRA ENERGY CORP	COM	847560109	2,566	163,000	SH	DEFINED
SPRINT NEXTEL CORP	COM	852061100	802	438,000	SH	DEFINED
ST JUDE MED INC	COM	790849103	2,894	88,000	SH	DEFINED
STANLEY WORKS	COM	854616109	511	15,000	SH	DEFINED
STAPLES INC	COM	855030102	2,399	134,000	SH	DEFINED
STARWOOD HOTELS + RESORTS	COM	85590A401	627	35,000	SH	DEFINED
STATE STREET CORPORATION	COM	857477103	3,146	80,000	SH	DEFINED
STRYKER CORP	COM	863667101	2,517	63,000	SH	DEFINED
SUN MICROSYSTEMS INC	COM	866810203	435	114,000	SH	DEFINED
SUNTRUST BKS INC	COM	867914103	1,950	66,000	SH	DEFINED
SUPERVALU INC	COM	868536103	612	42,000	SH	DEFINED
SYMANTEC CORP	COM	871503108	2,162	160,000	SH	DEFINED
SYSCO CORP	COM	871829107	2,592	113,000	SH	DEFINED
TAIWAN GTR CHINA FD	COM	874037104	259	73,905	SH	DEFINED
TARGET CORP	COM	87612E106	4,831	140,000	SH	DEFINED
TELENORTELESTEPARTICIPACOE	ADR	879246106	215	15,500	SH	DEFINED
TELEFONOS DE MEXICO S A	ADR	879403707	1,929	95,000	SH	DEFINED
TELEFONOS DE MEXICO S A	ADR	879403780	2,420	116,000	SH	DEFINED
TELEMEX INTERNATIONAL SAB	ADR	879690105	1,313	116,000	SH	DEFINED
TELMEX INTERNACIONAL SAB	ADR	879690204	1,069	95,000	SH	DEFINED
TENET HEALTHCARE CORP	COM	88033G100	263	229,000	SH	DEFINED
TEVA PHARMACEUTICAL INDS	ADR	881624209	1,654	39,000	SH	DEFINED
TEXAS INSTRS INC	COM	882508104	3,800	245,000	SH	DEFINED
TEXTRON INC	COM	883203101	678	49,000	SH	DEFINED
THERMO FISHER SCIENTIFIC	COM	883556102	4,327	127,000	SH	DEFINED
TIFFANY + CO NEW	COM	886547108	614	26,000	SH	DEFINED
TIME WARNER INC NEW	COM	887317105	6,673	664,000	SH	DEFINED
TJX COS INC NEW	COM	872540109	2,386	116,000	SH	DEFINED
TORONTO DOMINION BK ONT	COM	891160509	638	17,810	SH	DEFINED
TRAVELERS COS INC	COM	89417E109	6,462	143,000	SH	DEFINED
TYCO ELECTRONICS LTD	COM	G9144P105	1,443	89,000	SH	DEFINED
TYCO INTL LTD BERMUDA	COM	G9143X208	1,961	91,000	SH	DEFINED
UNION PAC CORP	COM	907818108	4,492	94,000	SH	DEFINED
UNITED PARCEL SVC INC	COM	911312106	11,087	201,000	SH	DEFINED
UNITED STS STL CORP NEW	COM	912909108	670	18,000	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	10,289	192,000	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	6,078	229,000	SH	DEFINED
UNUM GROUP	COM	91529Y106	2,528	136,000	SH	DEFINED
US BANCORP DEL	COM	902973304	9,554	382,000	SH	DEFINED
VALERO ENERGY CORP	COM	91913Y100	2,142	99,000	SH	DEFINED
VERISIGN INC	COM	92343E102	743	39,000	SH	DEFINED
VERIZON COMMUNICATIONS	COM	92343V104	19,357	571,000	SH	DEFINED
VIACOM INC NEW	COM	92553P201	2,249	118,000	SH	DEFINED

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VULCAN MATLS CO	COM	929160109	1,111	16,000	SH	DEFINED
WAL MART STORES INC	COM	931142103	25,485	455,000	SH	DEFINED
WALGREEN CO	COM	931422109	4,537	184,000	SH	DEFINED
WASTE MGMT INC DEL	COM	94106L109	4,502	136,000	SH	DEFINED
WATERS CORP	COM	941848103	805	22,000	SH	DEFINED
WEATHERFORD INTERNATIONAL	COM	G95089101	1,363	126,000	SH	DEFINED
WELLPOINT INC	COM	94973V107	4,086	97,000	SH	DEFINED
WELLS FARGO + CO NEW	COM	949746101	19,162	650,000	SH	DEFINED
WESTERN UN CO	COM	959802109	1,963	137,000	SH	DEFINED
WEYERHAEUSER CO	COM	962166104	1,252	41,000	SH	DEFINED
WHIRLPOOL CORP	COM	963320106	579	14,000	SH	DEFINED
WILLIAMS COS INC	COM	969457100	2,288	158,000	SH	DEFINED
WINDSTREAM CORP	COM	97381W104	762	83,000	SH	DEFINED
WISCONSIN ENERGY CORP	COM	976657106	923	22,000	SH	DEFINED
WYETH	COM	983024100	9,265	247,000	SH	DEFINED
XCEL ENERGY INC	COM	98389B100	1,447	78,000	SH	DEFINED
XILINX INC	COM	983919101	925	52,000	SH	DEFINED
XL CAPITAL LTD	COM	G98255105	143	39,000	SH	DEFINED
XTO ENERGY INC	COM	98385X106	3,597	102,000	SH	DEFINED
YAHOO INC	COM	984332106	4,174	343,000	SH	DEFINED
YUM BRANDS INC	COM	988498101	2,803	89,000	SH	DEFINED
ZIMMER HOLDINGS INC	COM	98956P102	1,738	43,000	SH	DEFINED
ZIONS BANCORP	COM	989701107	550	22,500	SH	DEFINED

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