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BP PLC
Form 13F-HR
November 13, 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: September 30, 2007

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 Nov 1st 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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28-_____

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

 Form 13F Information Table Entry Total: 414

 Form 13F Information Table Value Total: \$ 2,528,874

 (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
 SEPTEMBER, 2007

ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES /PRN AMT	SH/ PRN	INVESTMENT DISCRETION	MANAG
3M CO	COM	88579Y101	11230	120000	SH	DEFINED	01
ABBOTT LABS	COM	002824100	13271	247500	SH	DEFINED	01
ACE LTD	COM	G0070K103	3998	66000	SH	DEFINED	01
ADOBE SYS INC	COM	00724F101	4148	95000	SH	DEFINED	01
ADVANCED MICRO DEVICES INC	COM	007903107	1148	87000	SH	DEFINED	01
AES CORP	COM	00130H105	2285	114000	SH	DEFINED	01
AETNA INC	COM	00817Y108	4884	90000	SH	DEFINED	01
AFFILIATED COMPUTER SVCS INC	COM	008190100	1017	20250	SH	DEFINED	01
AFLAC INC	COM	001055102	4064	71250	SH	DEFINED	01
AGILENT TECHNOLOGIES INC	COM	00846U101	2877	78000	SH	DEFINED	01
AIR PRODS + CHEMS INC	COM	009158106	4399	45000	SH	DEFINED	01
ALCOA INC	COM	013817101	5985	153000	SH	DEFINED	01
ALLEGHENY ENERGY INC	COM	017361106	2548	48750	SH	DEFINED	01
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	1814	16500	SH	DEFINED	01
ALLSTATE CORP	COM	020002101	5376	94000	SH	DEFINED	01
ALLTEL CORP	COM	020039103	4181	60000	SH	DEFINED	01
ALTERA CORP	COM	021441100	1806	75000	SH	DEFINED	01

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ALTRIA GROUP INC	COM	02209S103	24770	356250	SH	DEFINED	01
AMAZON COM INC	COM	023135106	4611	49500	SH	DEFINED	01
AMBAC FINL GROUP INC	COM	023139108	1872	29750	SH	DEFINED	01
AMEREN CORP	COM	023608102	1575	30000	SH	DEFINED	01
AMERICA MOVIL S A DE C V	ADR	02364W204	19140	300000	SH	DEFINED	01
AMERICA MOVIL SAB DE CV	ADR	02364W105	7552	118000	SH	DEFINED	01
AMERICAN ELEC PWR INC	COM	025537101	2765	60000	SH	DEFINED	01
AMERICAN EXPRESS CO	COM	025816109	12082	203500	SH	DEFINED	01
AMERICAN INTL GROUP INC	COM	026874107	28667	423750	SH	DEFINED	01
AMERICAN STD COS INC DEL	COM	029712106	1015	28500	SH	DEFINED	01
AMERIPRISE FINL INC	COM	03076C106	1969	31200	SH	DEFINED	01
AMERISOURCEBERGEN CORP	COM	03073E105	1700	37500	SH	DEFINED	01
AMGEN INC	COM	031162100	10126	179000	SH	DEFINED	01
ANADARKO PETE CORP	COM	032511107	4434	82500	SH	DEFINED	01
ANALOG DEVICES INC	COM	032654105	2170	60000	SH	DEFINED	01
ANHEUSER BUSCH COS INC	COM	035229103	6074	121500	SH	DEFINED	01
AON CORP	COM	037389103	3159	70500	SH	DEFINED	01
APACHE CORP	COM	037411105	4728	52500	SH	DEFINED	01
APOLLO GROUP INC	COM	037604105	1714	28500	SH	DEFINED	01
APPLE INC	COM	037833100	20843	135750	SH	DEFINED	01
APPLERA CORP APPLIED BIOSYS	COM	038020103	1039	30000	SH	DEFINED	01
APPLIED MATERIALS INC	COM	038222105	5341	258000	SH	DEFINED	01
ARACRUZ CELULOSE S A	ADR	038496204	202	2750	SH	DEFINED	01
ARCH CAP GROUP LTD	COM	G0450A105	1473	19800	SH	DEFINED	01
ARCHER DANIELS MIDLAND CO	COM	039483102	3722	112500	SH	DEFINED	01
ASSURANT INC	COM	04621X108	910	17000	SH	DEFINED	01
AT+T INC	COM	00206R102	43283	1023000	SH	DEFINED	01
AUTODESK INCORPORATED	COM	052769106	2474	49500	SH	DEFINED	01
AUTOMATIC DATA PROCESSING INC	COM	053015103	4134	90000	SH	DEFINED	01
AVAYA INC	COM	053499109	1018	60000	SH	DEFINED	01
AVON PRODS INC	COM	054303102	2815	75000	SH	DEFINED	01
BAKER HUGHES INC	COM	057224107	5535	61250	SH	DEFINED	01
BANCO BRADESCO SA	ADR	059460303	2056	70000	SH	DEFINED	01
BANCO ITAU S A	ADR	059602201	1266	25000	SH	DEFINED	01
BANK AMER CORP	COM	060505104	37527	746500	SH	DEFINED	01
BANK NEW YORK MELLON CORP	COM	064058100	9060	205260	SH	DEFINED	01
BARD C R INC	COM	067383109	1984	22500	SH	DEFINED	01
BAUSCH + LOMB INC	COM	071707103	576	9000	SH	DEFINED	01
BAXTER INTL INC	COM	071813109	5276	93750	SH	DEFINED	01
BB+T CORP	COM	054937107	3635	90000	SH	DEFINED	01
BECTON DICKINSON + CO	COM	075887109	3077	37500	SH	DEFINED	01
BED BATH + BEYOND INC	COM	075896100	1535	45000	SH	DEFINED	01
BEST BUY CO INC	COM	086516101	3083	67000	SH	DEFINED	01
BIOGEN IDEC INC	COM	09062X103	3383	51000	SH	DEFINED	01
BJ SVCS CO	COM	055482103	1712	64500	SH	DEFINED	01
BLACK + DECKER CORPORATION	COM	091797100	937	11250	SH	DEFINED	01
BLOCK H + R INC	COM	093671105	1144	54000	SH	DEFINED	01
BMC SOFTWARE INC	COM	055921100	1077	34500	SH	DEFINED	01
BOEING CO	COM	097023105	14331	136500	SH	DEFINED	01
BOSTON SCIENTIFIC CORP	COM	101137107	2860	204984	SH	DEFINED	01
BRISTOL MYERS SQUIBB CO	COM	110122108	10123	351250	SH	DEFINED	01
BROADCOM CORP	COM	111320107	2624	72000	SH	DEFINED	01
BURLINGTON NORTHN SANTA FE	COM	12189T104	4748	58500	SH	DEFINED	01
BUTTERFIELD FD MGR THAI EURO	COM	335020905	4660	180000	SH	DEFINED	01
CA INC	COM	12673P105	1929	75000	SH	DEFINED	01
CAPITAL ONE FINL CORP	COM	14040H105	4484	67500	SH	DEFINED	01
CARDINAL HEALTH INC	COM	14149Y108	4658	74500	SH	DEFINED	01
CARNIVAL CORP	COM	143658300	3269	67500	SH	DEFINED	01
CATERPILLAR INC	COM	149123101	9647	123000	SH	DEFINED	01
CB RICHARD ELLIS GROUP INC	COM	12497T101	1086	39000	SH	DEFINED	01
CELGENE CORP	COM	151020104	6026	84500	SH	DEFINED	01
CEMEX S.A.B DE C.C ADR	ADR	151290889	7790	260346	SH	DEFINED	01

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CENTERPOINT ENERGY INC	COM	15189T107	1347	84000	SH	DEFINED	01
CENTEX CORP	COM	152312104	817	30750	SH	DEFINED	01
CHESAPEAKE ENERGY CORP	COM	165167107	2645	75000	SH	DEFINED	01
CHEVRON CORP	COM	166764100	33184	354604	SH	DEFINED	01
CHUBB CORP	COM	171232101	3218	60000	SH	DEFINED	01
CIGNA CORP	COM	125509109	2878	54000	SH	DEFINED	01
CINTAS CORP	COM	172908105	807	21750	SH	DEFINED	01
CISCO SYS INC	COM	17275R102	33772	1020000	SH	DEFINED	01
CITADEL BROADCASTING CORP	COM	17285T106	208	50067	SH	DEFINED	01
CITIGROUP INC	COM	172967101	37103	795000	SH	DEFINED	01
CITIZENS COMMUNICATIONS CO	COM	17453B101	1138	79500	SH	DEFINED	01
CITRIX SYS INC	COM	177376100	1210	30000	SH	DEFINED	01
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	3267	87250	SH	DEFINED	01
CME GROUP INC	COM	12572Q105	5404	9200	SH	DEFINED	01
COACH INC	COM	189754104	3368	71250	SH	DEFINED	01
COCA COLA CO	COM	191216100	21551	375000	SH	DEFINED	01
COCA COLA ENTERPRISES INC	COM	191219104	1290	53250	SH	DEFINED	01
COGNIZANT TECHNOLOGY SOLUTIONS	COM	192446102	1795	22500	SH	DEFINED	01
COLGATE PALMOLIVE CO	COM	194162103	7596	106500	SH	DEFINED	01
COMCAST CORP NEW	COM	20030N101	12695	525000	SH	DEFINED	01
COMERICA INC	COM	200340107	1346	26250	SH	DEFINED	01
COMMERCE BANCORP INC N J	COM	200519106	1454	37500	SH	DEFINED	01
COMMVAULT SYSTEMS INC	COM	204166102	358	19324	SH	SOLE	
COMPANHIA DE BEBIDAS DAS AMERS	ADR	20441W203	951	13000	SH	DEFINED	01
COMPANHIA SIDERURGICA NATL	ADR	20440W105	769	10900	SH	DEFINED	01
COMPANHIA VALE DO RIO DOCE	ADR	204412209	6786	200000	SH	DEFINED	01
COMPUTER SCIENCES CORP	COM	205363104	1677	30000	SH	DEFINED	01
CONAGRA INC	COM	205887102	2927	112000	SH	DEFINED	01
CONOCOPHILLIPS	COM	20825C104	23698	270000	SH	DEFINED	01
CONSTELLATION ENERGY GROUP INC	COM	210371100	3517	41000	SH	DEFINED	01
CORNING INC	COM	219350105	6101	247500	SH	DEFINED	01
COSTCO WHSL CORP NEW	COM	22160K105	4142	67500	SH	DEFINED	01
COUNTRYWIDE FINL CORP	COM	222372104	1911	100500	SH	DEFINED	01
COVENTRY HEALTH CARE INC	COM	222862104	2799	45000	SH	DEFINED	01
COVIDIEN LTD	COM	G2552X108	3253	78375	SH	DEFINED	01
CSX CORP	COM	126408103	3077	72000	SH	DEFINED	01
CUMMINS INC	COM	231021106	2302	18000	SH	DEFINED	01
CVS CAREMARK CORP	COM	126650100	10810	272775	SH	DEFINED	01
D R HORTON INC	COM	23331A109	711	55500	SH	DEFINED	01
DANAHER CORP	COM	235851102	3929	47500	SH	DEFINED	01
DEERE + CO	COM	244199105	5566	37500	SH	DEFINED	01
DELL INC	COM	24702R101	10212	370000	SH	DEFINED	01
DENISON MINES CORP	COM	248356107	339	30240	SH	DEFINED	01
DEVON ENERGY CORPORATION NEW	COM	25179M103	5803	69750	SH	DEFINED	01
DIRECTV GROUP INC	COM	25459L106	3885	160000	SH	DEFINED	01
DISCOVER FINL SVCS	COM	254709108	905	43500	SH	DEFINED	01
DISNEY WALT CO	COM	254687106	11865	345000	SH	DEFINED	01
DOMINION RES INC VA NEW	COM	25746U109	3920	46500	SH	DEFINED	01
DONNELLEY R R + SONS CO	COM	257867101	1426	39000	SH	DEFINED	01
DOVER CORP	COM	260003108	1758	34500	SH	DEFINED	01
DOW CHEM CO	COM	260543103	7105	165000	SH	DEFINED	01
DTE ENERGY CO	COM	233331107	1453	30000	SH	DEFINED	01
DU PONT E I DE NEMOURS + CO	COM	263534109	7806	157500	SH	DEFINED	01
DUKE ENERGY HLDG CORP	COM	26441C105	3831	205000	SH	DEFINED	01
E TRADE FINL CORP	COM	269246104	882	67500	SH	DEFINED	01
EASTMAN KODAK CO	COM	277461109	1204	45000	SH	DEFINED	01
EATON CORP	COM	278058102	2332	23550	SH	DEFINED	01
EBAY INC	COM	278642103	7258	186000	SH	DEFINED	01
ECOLAB INC	COM	278865100	2832	60000	SH	DEFINED	01
EDISON INTL	COM	281020107	3743	67500	SH	DEFINED	01
EHEALTH, INC.	COM	28238P901	272	9837	SH	SOLE	
EL PASO CORP	COM	28336L109	2715	160000	SH	DEFINED	01

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ELECTRONIC ARTS INC	COM	285512109	3415	61000	SH	DEFINED	01
ELECTRONIC DATA SYS CORP NEW	COM	285661104	1704	78000	SH	DEFINED	01
EMBARQ CORP	COM	29078E105	1369	24616	SH	DEFINED	01
EMBRAER EMPRESA BRASILEIRA DE	ADR	29081M102	439	10000	SH	DEFINED	01
EMC CORP	COM	268648102	7613	366000	SH	DEFINED	01
EMERSON ELEC CO	COM	291011104	7983	150000	SH	DEFINED	01
ENTERGY CORP NEW	COM	29364G103	3574	33000	SH	DEFINED	01
EOG RESOURCES INC	COM	26875P101	3363	46500	SH	DEFINED	01
EQUITY RESIDENTIAL	COM	29476L107	1970	46500	SH	DEFINED	01
EXELON CORP	COM	30161N101	9797	130000	SH	DEFINED	01
EXPRESS SCRIPTS INC	COM	302182100	2679	48000	SH	DEFINED	01
EXXON MOBIL CORP	COM	30231G102	87654	947000	SH	DEFINED	01
FEDERAL HOME LN MTG CORP	COM	313400301	7302	123750	SH	DEFINED	01
FEDERAL NATL MTG ASSN	COM	313586109	10262	168750	SH	DEFINED	01
FEDEX CORP	COM	31428X106	5107	48750	SH	DEFINED	01
FIFTH THIRD BANCORP	COM	316773100	3049	90000	SH	DEFINED	01
FIRST HORIZON NATL CORP	COM	320517105	860	32250	SH	DEFINED	01
FIRSTENERGY CORP	COM	337932107	3800	60000	SH	DEFINED	01
FISERV INC	COM	337738108	1450	28500	SH	DEFINED	01
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	755	67500	SH	DEFINED	01
FLUOR CORP NEW	COM	343412102	3959	27500	SH	DEFINED	01
FOMENTO ECONOMICO MEXICANO SAB	ADR	344419106	4163	111300	SH	DEFINED	01
FORD MTR CO DEL	COM	345370860	2165	255000	SH	DEFINED	01
FOREST LABS INC	COM	345838106	1986	53250	SH	DEFINED	01
FPL GROUP INC	COM	302571104	4962	81500	SH	DEFINED	01
FRANKLIN RES INC	COM	354613101	4781	37500	SH	DEFINED	01
FREEMPORT MCMORAN COPPER + GOLD	COM	35671D857	5622	53595	SH	DEFINED	01
GANNETT INC	COM	364730101	1639	37500	SH	DEFINED	01
GAP INC	COM	364760108	1761	95500	SH	DEFINED	01
GENENTECH INC	COM	368710406	1287	16500	SH	DEFINED	01
GENERAL DYNAMICS CORP	COM	369550108	6335	75000	SH	DEFINED	01
GENERAL ELEC CO	COM	369604103	69785	1685625	SH	DEFINED	01
GENERAL MLS INC	COM	370334104	3408	58750	SH	DEFINED	01
GENERAL MTRS CORP	COM	370442105	3165	86250	SH	DEFINED	01
GENUINE PARTS CO	COM	372460105	1650	33000	SH	DEFINED	01
GENZYME CORP	COM	372917104	3021	48750	SH	DEFINED	01
GILEAD SCIENCES INC	COM	375558103	6539	160000	SH	DEFINED	01
GOLDMAN SACHS GROUP INC	COM	38141G104	14467	66750	SH	DEFINED	01
GOOGLE INC	COM	38259P508	20422	36000	SH	DEFINED	01
GRUPO TELEVISION SA DE CV	GDR	40049J206	3746	155000	SH	DEFINED	01
HALLIBURTON CO	COM	406216101	8337	217100	SH	DEFINED	01
HARLEY DAVIDSON INC	COM	412822108	1941	42000	SH	DEFINED	01
HARMAN INTL INDS INC NEW	COM	413086109	973	11250	SH	DEFINED	01
HARRAHS ENTMT INC	COM	413619107	2478	28500	SH	DEFINED	01
HARTFORD FINANCIAL SVCS GRP	COM	416515104	5553	60000	SH	DEFINED	01
HASBRO INC	COM	418056107	836	30000	SH	DEFINED	01
HEINZ H J CO	COM	423074103	3119	67500	SH	DEFINED	01
HELLENIC TELECOMMUNICATIONS	ADR	423325307	522	27778	SH	DEFINED	01
HERSHEY CO / THE	COM	427866108	1323	28500	SH	DEFINED	01
HESS CORP	COM	42809H107	3925	59000	SH	DEFINED	01
HEWLETT PACKARD CO	COM	428236103	22181	445500	SH	DEFINED	01
HILTON HOTELS CORP	COM	432848109	3487	75000	SH	DEFINED	01
HOME DEPOT INC	COM	437076102	11451	353000	SH	DEFINED	01
HONEYWELL INTL INC	COM	438516106	8683	146000	SH	DEFINED	01
HOSPIRA INC	COM	441060100	1026	24750	SH	DEFINED	01
HUMANA INC	COM	444859102	1782	25500	SH	DEFINED	01
IAC INTERACTIVECORP	COM	44919P300	1068	36000	SH	DEFINED	01
ILLINOIS TOOL WKS INC	COM	452308109	5547	93000	SH	DEFINED	01
IMS HEALTH INC	COM	449934108	1379	45000	SH	DEFINED	01
INGERSOLL RAND COMPANY LIMITED	COM	G4776G101	3432	63000	SH	DEFINED	01
INTEL CORP	COM	458140100	27153	1050000	SH	DEFINED	01
INTERCONTINENTAL EXCHANGE INC	COM	45865V100	197,912	1302911	SH	SOLE	

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INTERNATIONAL BUSINESS MACHS	COM	459200101	28625	243000	SH	DEFINED	01
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	2651	61500	SH	DEFINED	01
INTERNATIONAL PAPER CO	COM	460146103	2959	82500	SH	DEFINED	01
INTERWEST PARTNERS IX	COM	461889917	3421	2500000	SH	DEFINED	01
INTUIT	COM	461202103	1818	60000	SH	DEFINED	01
IONA TECHNOLOGIES PLC	ADR	46206P109	250	65000	SH	DEFINED	01
ISHARES TR	COM	464287564	16839	180000	SH	DEFINED	01
ITT CORP NEW	COM	450911102	2038	30000	SH	DEFINED	01
JABIL CIRCUIT INC	COM	466313103	925	40500	SH	DEFINED	01
JDS UNIPHASE CORP	COM	46612J507	505	33750	SH	DEFINED	01
JOHNSON + JOHNSON	COM	478160104	31536	480000	SH	DEFINED	01
JOHNSON CTLS INC	COM	478366107	4429	37500	SH	DEFINED	01
JPMORGAN CHASE + CO	COM	46625H100	26752	583850	SH	DEFINED	01
JUNIPER NETWORKS INC	COM	48203R104	3295	90000	SH	DEFINED	01
KB HOME	COM	48666K109	376	15000	SH	DEFINED	01
KELLOGG CO	COM	487836108	2184	39000	SH	DEFINED	01
KEYCORP NEW	COM	493267108	2182	67500	SH	DEFINED	01
KIMBERLY CLARK CORP	COM	494368103	5059	72000	SH	DEFINED	01
KLA TENCOR CORP	COM	482480100	1757	31500	SH	DEFINED	01
KOHL'S CORP	COM	500255104	3382	59000	SH	DEFINED	01
KRAFT FOODS INC	COM	50075N104	8163	236533	SH	DEFINED	01
KROGER CO	COM	501044101	3294	115500	SH	DEFINED	01
L 3 COMMUNICATIONS HLDG CORP	COM	502424104	2605	25500	SH	DEFINED	01
LEGG MASON INC	COM	524901105	2213	26250	SH	DEFINED	01
LEHMAN BROTHERS HLDGS INC	COM	524908100	5587	90500	SH	DEFINED	01
LEXMARK INTL INC	COM	529771107	685	16500	SH	DEFINED	01
LG PHILIPS LCD CO LTD	COM	50186V102	4190	175000	SH	DEFINED	01
LIBERTY MEDIA CORP NEW	COM	53071M302	936	7500	SH	DEFINED	01
LILLY ELI + CO	COM	532457108	8966	157500	SH	DEFINED	01
LIMITED BRANDS INC	COM	532716107	1602	70000	SH	DEFINED	01
LINCOLN NATL CORP IN	COM	534187109	4288	65000	SH	DEFINED	01
LINEAR TECHNOLOGY CORP	COM	535678106	1837	52500	SH	DEFINED	01
LOCKHEED MARTIN CORP	COM	539830109	7486	69000	SH	DEFINED	01
LOEWS CORP	COM	540424108	4823	99750	SH	DEFINED	01
LOWES COS INC	COM	548661107	7187	256500	SH	DEFINED	01
LSI CORP	COM	502161102	501	67500	SH	DEFINED	01
M + T BK CORP	COM	55261F104	1319	12750	SH	DEFINED	01
MACYS INC	COM	55616P104	3361	104000	SH	DEFINED	01
MARATHON OIL CORP	COM	565849106	7270	127500	SH	DEFINED	01
MARRIOTT INTL INC NEW	COM	571903202	3228	74250	SH	DEFINED	01
MARSH + MCLENNAN COS INC	COM	571748102	2678	105000	SH	DEFINED	01
MARSHALL + ILSLEY CORP	COM	571834100	2626	60000	SH	DEFINED	01
MASCO CORP	COM	574599106	1564	67500	SH	DEFINED	01
MATTEL INC	COM	577081102	1408	60000	SH	DEFINED	01
MBIA INC	COM	55262C100	1938	31750	SH	DEFINED	01
MCCORMICK + CO INC	COM	579780206	809	22500	SH	DEFINED	01
MCDONALDS CORP	COM	580135101	11847	217500	SH	DEFINED	01
MCGRAW HILL COS INC	COM	580645109	3207	63000	SH	DEFINED	01
MCKESSON CORP	COM	58155Q103	3086	52500	SH	DEFINED	01
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	4474	49500	SH	DEFINED	01
MEDTRONIC INC	COM	585055106	11296	200250	SH	DEFINED	01
MELLANOX TECHNOLOGIES LTD	COM	M51363113	429	21952	SH	SOLE	
MEMC ELECTR MATLS INC	COM	552715104	2178	37000	SH	DEFINED	01
MERCK + CO INC	COM	589331107	19681	380750	SH	DEFINED	01
MERRILL LYNCH + CO INC	COM	590188108	11355	159300	SH	DEFINED	01
METLIFE INC	COM	59156R108	8925	128000	SH	DEFINED	01
MICRON TECHNOLOGY INC	COM	595112103	1282	115500	SH	DEFINED	01
MICROSOFT CORP	COM	594918104	41981	1425000	SH	DEFINED	01
MOLEX INC	COM	608554101	808	30000	SH	DEFINED	01
MONSANTO CO NEW	COM	61166W101	7459	87000	SH	DEFINED	01
MONSTER WORLDWIDE INC	COM	611742107	715	21000	SH	DEFINED	01
MOODYS CORP	COM	615369105	2470	49000	SH	DEFINED	01

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MORGAN STANLEY	COM	617446448	12663	201000	SH	DEFINED	01
MOTOROLA INC	COM	620076109	7227	390000	SH	DEFINED	01
NATIONAL CITY CORP	COM	635405103	2145	85500	SH	DEFINED	01
NATIONAL OILWELL VARCO INC	COM	637071101	4335	30000	SH	DEFINED	01
NATIONAL SEMICONDUCTOR CORP	COM	637640103	1485	54750	SH	DEFINED	01
NETWORK APPLIANCE INC	COM	64120L104	1843	68500	SH	DEFINED	01
NEWELL RUBBERMAID INC	COM	651229106	1297	45000	SH	DEFINED	01
NEWMONT MNG CORP	COM	651639106	4361	97500	SH	DEFINED	01
NEWS CORP	COM	65248E104	9414	402500	SH	DEFINED	01
NIKE INC	COM	654106103	4400	75000	SH	DEFINED	01
NOBLE CORPORATION	COM	G65422100	2649	54000	SH	DEFINED	01
NORDSTROM INC	COM	655664100	1934	41250	SH	DEFINED	01
NORFOLK SOUTHN CORP	COM	655844108	3504	67500	SH	DEFINED	01
NORTHERN TRUST CORP	COM	665859104	2270	34250	SH	DEFINED	01
NORTHROP GRUMMAN CORP	COM	666807102	4212	54000	SH	DEFINED	01
NOVELL INC	COM	670006105	413	54000	SH	DEFINED	01
NOVELLUS SYS INC	COM	670008101	532	19500	SH	DEFINED	01
NUCOR CORP	COM	670346105	3538	59500	SH	DEFINED	01
NVIDIA CORP	COM	67066G104	3343	92250	SH	DEFINED	01
OCCIDENTAL PETE CORP	COM	674599105	10573	165000	SH	DEFINED	01
OMNICOM GROUP	COM	681919106	3333	69300	SH	DEFINED	01
ORACLE CORP	COM	68389X105	13964	645000	SH	DEFINED	01
ORBOTECH LTD	COM	M75253100	664	31590	SH	DEFINED	01
PACCAR INC	COM	693718108	3549	41625	SH	DEFINED	01
PARKER HANNIFIN CORP	COM	701094104	2181	19500	SH	DEFINED	01
PAYCHEX INC	COM	704326107	2614	63750	SH	DEFINED	01
PEABODY ENERGY CORP	COM	704549104	2334	48750	SH	DEFINED	01
PENNEY J C INC	COM	708160106	2947	46500	SH	DEFINED	01
PEPSI BOTTLING GROUP INC	COM	713409100	1394	37500	SH	DEFINED	01
PEPSICO INC	COM	713448108	20044	273600	SH	DEFINED	01
PETROLEO BRASILEIRO SA	ADR	71654V408	6795	90000	SH	DEFINED	01
PFIZER INC	COM	717081103	27496	1125500	SH	DEFINED	01
PG+E CORP	COM	69331C108	2653	55500	SH	DEFINED	01
PHOENIX COMPANIES	COM	71902E109	1437	101817	SH	SOLE	01
PITNEY BOWES INC	COM	724479100	1703	37500	SH	DEFINED	01
PNC FINL SVCS GROUP INC	COM	693475105	5005	73500	SH	DEFINED	01
PPG INDS INC	COM	693506107	2267	30000	SH	DEFINED	01
PPL CORP	COM	69351T106	2778	60000	SH	DEFINED	01
PRAXAIR INC	COM	74005P104	4712	56250	SH	DEFINED	01
PRINCIPAL FINANCIAL GROUP	COM	74251V102	4227	67000	SH	DEFINED	01
PROCTER AND GAMBLE CO	COM	742718109	37140	528000	SH	DEFINED	01
PROGRESS ENERGY INC	COM	743263105	2249	48000	SH	DEFINED	01
PROGRESSIVE CORP OHIO	COM	743315103	2329	120000	SH	DEFINED	01
PRUDENTIAL FINL INC	COM	744320102	7416	76000	SH	DEFINED	01
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	3300	37500	SH	DEFINED	01
PULTE HOMES INC	COM	745867101	531	39000	SH	DEFINED	01
QLOGIC CORP	COM	747277101	605	45000	SH	DEFINED	01
QUALCOMM INC	COM	747525103	10776	255000	SH	DEFINED	01
QUEST DIAGNOSTICS INC	COM	74834L100	1820	31500	SH	DEFINED	01
QUESTAR CORP	COM	748356102	1891	36000	SH	DEFINED	01
QWEST COMMUNICATIONS INTL INC	COM	749121109	2501	273000	SH	DEFINED	01
RAYTHEON CO	COM	755111507	5425	85000	SH	DEFINED	01
ROBERT HALF INTL INC	COM	770323103	851	28500	SH	DEFINED	01
ROCKWELL AUTOMATION INC	COM	773903109	2085	30000	SH	DEFINED	01
ROCKWELL COLLINS INC	COM	774341101	1972	27000	SH	DEFINED	01
ROHM + HAAS CO	COM	775371107	2004	36000	SH	DEFINED	01
SAFECO CORP	COM	786429100	1194	19500	SH	DEFINED	01
SAFEWAY INC	COM	786514208	2318	70000	SH	DEFINED	01
SANDISK CORP	COM	80004C101	1736	31500	SH	DEFINED	01
SARA LEE CORP	COM	803111103	2378	142500	SH	DEFINED	01
SCHERING PLOUGH CORP	COM	806605101	8540	270000	SH	DEFINED	01
SCHLUMBERGER LTD	COM	806857108	21578	205500	SH	DEFINED	01

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SCHWAB CHARLES CORP	COM	808513105	4180	193500	SH	DEFINED	01
SEACOR HLDGS INC	COM	811904101	293	3084	SH	SOLE	
SEARS HLDGS CORP	COM	812350106	1910	15015	SH	DEFINED	01
SEMPRA ENERGY	COM	816851109	2615	45000	SH	DEFINED	01
SIGMA ALDRICH	COM	826552101	1170	24000	SH	DEFINED	01
SIMON PPTY GROUP INC NEW	COM	828806109	3950	39500	SH	DEFINED	01
SLM CORP	COM	78442P106	3278	66000	SH	DEFINED	01
SMITH INTL INC	COM	832110100	2356	33000	SH	DEFINED	01
SOHU COM INC	COM	83408W103	18855	500000	SH	DEFINED	01
SOUTHERN CO	COM	842587107	4789	132000	SH	DEFINED	01
SOUTHWEST AIRLS CO	COM	844741108	1998	135000	SH	DEFINED	01
SOVEREIGN BANCORP INC	COM	845905108	1278	75000	SH	DEFINED	01
SPECTRA ENERGY CORP	COM	847560109	2479	101250	SH	DEFINED	01
SPRINT NEXTEL CORP	COM	852061100	8835	465000	SH	DEFINED	01
ST JUDE MED INC	COM	790849103	3404	77250	SH	DEFINED	01
STANLEY WORKS	COM	854616109	758	13500	SH	DEFINED	01
STAPLES INC	COM	855030102	3127	145500	SH	DEFINED	01
STARBUCKS CORP	COM	855244109	3380	129000	SH	DEFINED	01
STARWOOD HOTELS + RESORTS INC	COM	85590A401	2643	43500	SH	DEFINED	01
STATE STREET CORPORATION	COM	857477103	5044	74000	SH	DEFINED	01
STRYKER CORP	COM	863667101	3197	46500	SH	DEFINED	01
SUN MICROSYSTEMS INC	COM	866810104	3029	540000	SH	DEFINED	01
SUNTRUST BKS INC	COM	867914103	4824	63750	SH	DEFINED	01
SUPERVALU INC	COM	868536103	1463	37500	SH	DEFINED	01
SYMANTEC CORP	COM	871503108	2907	150000	SH	DEFINED	01
SYNOVUS FINL CORP	COM	87161C105	1935	69000	SH	DEFINED	01
SYSCO CORP	COM	871829107	2936	82500	SH	DEFINED	01
TAIWAN GTR CHINA FD	COM	874037104	723	93008	SH	DEFINED	01
TARGET CORP	COM	87612E102	9059	142500	SH	DEFINED	01
TELE NORTE LESTE PARTICIPACOES	ADR	879246106	348	15500	SH	DEFINED	01
TELEFONOS DE MEXICO S A	ADR	879403780	3813	116000	SH	DEFINED	01
TELEFONOS DE MEXICO S A	ADR	879403707	3095	95000	SH	DEFINED	01
TELLABS INC	COM	879664100	857	90000	SH	DEFINED	01
TEMPLE INLAND INC	COM	879868107	947	18000	SH	DEFINED	01
TENET HEALTHCARE CORP	COM	88033G100	252	75000	SH	DEFINED	01
TERADYNE INC	COM	880770102	435	31500	SH	DEFINED	01
TEXAS INSTRS INC	COM	882508104	9056	247500	SH	DEFINED	01
TEXTRON INC	COM	883203101	3639	58500	SH	DEFINED	01
THERMO FISHER SCIENTIFIC INC	COM	883556102	4242	73500	SH	DEFINED	01
TIFFANY + CO NEW	COM	886547108	1178	22500	SH	DEFINED	01
TIME WARNER INC NEW	COM	887317105	11705	637500	SH	DEFINED	01
TJX COS INC NEW	COM	872540109	2602	89500	SH	DEFINED	01
TRANSOCEAN INC	COM	G90078109	5342	47250	SH	DEFINED	01
TRAVELERS COS INC	COM	89417E109	5663	112500	SH	DEFINED	01
TRIBUNE CO NEW	COM	896047107	943	34500	SH	DEFINED	01
TXU CORP	COM	873168108	5135	75000	SH	DEFINED	01
TYCO ELECTRONICS LTD	COM	G9144P105	2777	78375	SH	DEFINED	01
TYCO INTERNATIONAL LTD BERMUDA	COM	G9143X208	3475	78375	SH	DEFINED	01
UNION PAC CORP	COM	907818108	4579	40500	SH	DEFINED	01
UNITED PARCEL SVC INC	COM	911312106	12955	172500	SH	DEFINED	01
UNITED STS STL CORP NEW	COM	912909108	1271	12000	SH	DEFINED	01
UNITED TECHNOLOGIES CORP	COM	913017109	14124	175500	SH	DEFINED	01
UNITEDHEALTH GROUP INC	COM	91324P102	10655	220000	SH	DEFINED	01
UNUM GROUP	COM	91529Y106	2936	120000	SH	DEFINED	01
US BANCORP DEL	COM	902973304	9295	285750	SH	DEFINED	01
VALERO ENERGY CORP	COM	91913Y100	7054	105000	SH	DEFINED	01
VERISIGN INC	COM	92343E102	1316	39000	SH	DEFINED	01
VERIZON COMMUNICATIONS	COM	92343V104	22361	505000	SH	DEFINED	01
VIACOM INC NEW	COM	92553P201	4530	116250	SH	DEFINED	01
VULCAN MATLS CO	COM	929160109	1337	15000	SH	DEFINED	01
WACHOVIA CORP 2ND NEW	COM	929903102	16492	328851	SH	DEFINED	01
WAL MART STORES INC	COM	931142103	17744	406500	SH	DEFINED	01

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WALGREEN CO	COM	931422109	7511	159000	SH	DEFINED	01
WASHINGTON MUT INC	COM	939322103	5297	150000	SH	DEFINED	01
WASTE MGMT INC DEL	COM	94106L109	3283	87000	SH	DEFINED	01
WEATHERFORD INTERNATIONAL LTD	COM	G95089101	3779	56250	SH	DEFINED	01
WELLPOINT INC	COM	94973V107	9352	118500	SH	DEFINED	01
WELLS FARGO + CO NEW	COM	949746101	19627	551000	SH	DEFINED	01
WENDYS INTL INC	COM	950590109	1004	28750	SH	DEFINED	01
WESTERN UN CO	COM	959802109	2988	142500	SH	DEFINED	01
WEYERHAEUSER CO	COM	962166104	2765	38250	SH	DEFINED	01
WHIRLPOOL CORP	COM	963320106	1069	12000	SH	DEFINED	01
WHOLE FOODS MKT INC	COM	966837106	1175	24000	SH	DEFINED	01
WILLIAMS COS INC	COM	969457100	3542	104000	SH	DEFINED	01
WINDSTREAM CORP	COM	97381W104	996	70564	SH	DEFINED	01
WRIGLEY WM JR CO	COM	982526105	2858	44500	SH	DEFINED	01
WYETH	COM	983024100	10046	225500	SH	DEFINED	01
WYNDHAM WORLDWIDE CORP	COM	98310W108	1179	36000	SH	DEFINED	01
XCEL ENERGY INC	COM	98389B100	1292	60000	SH	DEFINED	01
XEROX CORP	COM	984121103	2497	144000	SH	DEFINED	01
XILINX INC	COM	983919101	1392	53250	SH	DEFINED	01
XL CAPITAL LTD	COM	G98255105	2376	30000	SH	DEFINED	01
XTO ENERGY INC	COM	98385X106	3707	59949	SH	DEFINED	01
YAHOO INC	COM	984332106	5576	207750	SH	DEFINED	01
YUM BRANDS INC	COM	988498101	2943	87000	SH	DEFINED	01
ZIMMER HOLDINGS INC	COM	98956P102	3159	39000	SH	DEFINED	01
ZIONS BANCORP	COM	989701107	1734	25250	SH	DEFINED	01

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