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BP PLC
Form 13F-HR
January 31, 2012

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, 2011

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: Brian Gilvary
Title: Chief Financial Officer
Phone: 020 7496 5388

Signature, Place, and Date of Signing:

/s/ Brian Gilvary London, UK January 31, 2012

[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: 185

Form 13F Information Table Value Total: \$ 1,542,261

(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, 2011

ISSUER	TITLE OF CLASS	CUSIP	MARKET VALUE (USD 000)	SHARES /PRN AMT	SH/ PRN	INVESTMENT DISCRETION
3M CO	COM	88579Y101	7,841	96,000	SH	DEFINED
ABBOTT LABORATORIES	COM	002824100	16,851	300,000	SH	DEFINED
ABERCROMBIE + FITCH CO	COM	002896207	976	20,000	SH	DEFINED
AGNICO EAGLE MINES LTD	COM	008474108	2,725	75,000	SH	DEFINED
AIR PRODUCTS + CHEMICALS	COM	009158106	6,812	80,000	SH	DEFINED
AIRGAS INC	COM	009363102	5,856	75,000	SH	DEFINED
ALLERGAN INC	COM	018490102	7,896	90,000	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	12,754	430,000	SH	DEFINED
AMAZON.COM INC	COM	023135106	7,792	45,000	SH	DEFINED
AMERICA MOVIL ADR SERIES	ADR	02364W204	13,488	600,000	SH	DEFINED
AMERICA MOVIL ADR SERIES	ADR	02364W105	4,575	202,448	SH	DEFINED
AMERICAN EXPRESS CO	COM	025816109	6,602	140,000	SH	DEFINED
AMERICAN TOWER CORP CL A	COM	029912201	7,807	130,000	SH	DEFINED
AMGEN INC	COM	031162100	9,632	150,000	SH	DEFINED
AMPHENOL CORP CL A	COM	032095101	2,905	64,000	SH	DEFINED
ANADARKO PETROLEUM CORP	COM	032511107	5,038	66,000	SH	DEFINED
AOL INC	COM	00184X105	1,810	120,000	SH	DEFINED

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APACHE CORP	COM	037411105	4,529	50,000	SH	DEFINED
APPLE INC	COM	037833100	48,599	120,000	SH	DEFINED
ARCH CAPITAL GROUP LTD	COM	G0450A105	4,553	122,400	SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	039483102	4,004	140,000	SH	DEFINED
ASIAINFO LINKAGE INC	COM	04518A104	3,007	390,000	SH	DEFINED
AT+T INC	COM	00206R102	28,548	945,000	SH	DEFINED
AUTOMATIC DATA PROCESSING	COM	053015103	4,534	84,000	SH	DEFINED
BANCO BRADESCO ADR	ADR	059460303	2,119	127,050	SH	DEFINED
BERKSHIRE HATHAWAY INC CL	COM	084670702	17,551	230,000	SH	DEFINED
BMC SOFTWARE INC	COM	055921100	1,475	45,000	SH	DEFINED
BOEING CO/THE	COM	097023105	8,215	112,000	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	8,805	250,000	SH	DEFINED
CARDINAL HEALTH INC	COM	14149Y108	4,873	120,000	SH	DEFINED
CARNIVAL CORP	COM	143658300	7,179	220,000	SH	DEFINED
CBS CORP CLASS B NON	COM	124857202	4,885	180,000	SH	DEFINED
CELGENE CORP	COM	151020104	4,326	64,000	SH	DEFINED
CEMEX SAB SPONS ADR PART	ADR	151290889	1,633	303,474	SH	DEFINED
CENTURYLINK INC	COM	156700106	3,719	100,000	SH	DEFINED
CHEVRON CORP	COM	166764100	33,497	315,000	SH	DEFINED
CIA SIDERURGICA NACL SP	ADR	20440W105	535	65,400	SH	DEFINED
CISCO SYSTEMS INC	COM	17275R102	13,108	725,000	SH	DEFINED
CITIGROUP INC	COM	172967424	10,060	382,660	SH	DEFINED
CITRIX SYSTEMS INC	COM	177376100	4,978	82,000	SH	DEFINED
CLIFFS NATURAL RESOURCES	COM	18683K101	1,871	30,000	SH	DEFINED
CME	COM	12572Q105	1,949	8,000	SH	SOLE
COCA COLA CO/THE	COM	191216100	21,341	305,000	SH	DEFINED
COGNIZANT TECH SOLUTIONS	COM	192446102	2,508	39000	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	5,541	60,000	SH	DEFINED
COMCAST CORP CLASS A	COM	20030N101	8,536	360,000	SH	DEFINED
COMPANHIA DE BEBIDAS PRF	ADR	20441W203	2,344	65,000	SH	DEFINED
CONAGRA FOODS INC	COM	205887102	5,938	225,000	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	18,220	250,000	SH	DEFINED
CONSOLIDATED COMMUNICAT	COM	209034107	3,951	207,500	SH	DEFINED
CONTINENTAL RESOURCES INC	COM	212015101	2,002	30,000	SH	DEFINED
COSTCO WHOLESALE CORP	COM	22160K105	8,331	100,000	SH	DEFINED
COVIDIEN PLC	COM	G2554F113	7,247	161,000	SH	DEFINED
CSX CORP	COM	126408103	3,159	150,000	SH	DEFINED
CTRIIP.COM INTERNATIONAL	ADR	22943F100	3,159	135,000	SH	DEFINED
CVS CAREMARK CORP	COM	126650100	12,234	300,000	SH	DEFINED
DANAHER CORP	COM	235851102	4,704	100,000	SH	DEFINED
DEVON ENERGY CORPORATION	COM	25179M103	7,131	115,000	SH	DEFINED
DIRECTV CLASS A	COM	25490A101	5,217	122,000	SH	DEFINED
DOMINION RESOURCES INC/VA	COM	25746U109	11,941	225,000	SH	DEFINED
DOW CHEMICAL CO/THE	COM	260543103	4,341	151,000	SH	DEFINED
DU PONT (E.I.) DE NEMOURS	COM	263534109	8,464	185,000	SH	DEFINED
DUKE ENERGY CORP	COM	26441C105	9,891	450,000	SH	DEFINED
EBAY INC	COM	278642103	4,547	150,000	SH	DEFINED
ECOLAB INC	COM	278865100	8,093	140,000	SH	DEFINED
EL PASO CORP	COM	28336L109	7,971	300,000	SH	DEFINED
ELI LILLY + CO	COM	532457108	4,986	120,000	SH	DEFINED
EMBRAER SA ADR	ADR	29082A107	252	10,000	SH	DEFINED
EMC CORP/MASS	COM	268648102	5,918	275,000	SH	DEFINED
ENERGEN CORP	COM	29265N108	2,499	50,000	SH	DEFINED
ENTERGY CORP	COM	29364G103	6,209	85,000	SH	DEFINED
EXELON CORP	COM	30161N101	10,409	240,000	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	54,195	640,000	SH	DEFINED
FISERV INC	COM	337738108	2,643	45,000	SH	DEFINED
FOMENTO ECONOMICO MEX SP	ADR	344419106	7,753	111,300	SH	DEFINED
FORD MOTOR CO	COM	345370860	5,375	500,000	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	6,110	92,000	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	30,447	1,700,000	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	5,879	65,000	SH	DEFINED

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GOODRICH CORP	COM	382388106	6,184	50,000	SH	DEFINED
GOOGLE INC CL A	COM	38259P508	25,935	40,155	SH	DEFINED
GRUPO TELEVISIA SA SPON	ADR	40049J206	3,261	155,000	SH	DEFINED
HALLIBURTON CO	COM	406216101	7,073	205,000	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	6,878	267,000	SH	DEFINED
HONEYWELL INTERNATIONAL	COM	438516106	8,800	162,000	SH	DEFINED
HOSPIRA INC	COM	441060100	2,428	80,000	SH	DEFINED
INTEL CORP	COM	458140100	17,581	725,000	SH	DEFINED
INTL BUSINESS MACHINES	COM	459200101	28,134	153,000	SH	DEFINED
INTUIT INC	COM	461202103	3,261	62,000	SH	DEFINED
INTUITIVE SURGICAL INC	COM	46120E602	4,399	9,500	SH	DEFINED
ISHARES COHEN + STEERS	ADR	464287564	13,047	190,000	SH	DEFINED
ITAU UNIBANCO HLDNG PREF	ADR	465562106	1,275	68,750	SH	DEFINED
JDS UNIPHASE CORP	COM	46612J507	3,132	300,000	SH	DEFINED
JOHNSON + JOHNSON	COM	478160104	27,531	420,000	SH	DEFINED
JPMORGAN CHASE + CO	COM	46625H100	18,947	570,000	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	2,347	115,000	SH	DEFINED
KANSAS CITY SOUTHERN	COM	485170302	5,099	75,000	SH	DEFINED
KRAFT FOODS INC CLASS A	COM	50075N104	7,619	204,000	SH	DEFINED
LG DISPLAY CO LTD ADR	ADR	50186V102	1,841	175,000	SH	DEFINED
LOWE S COS INC	COM	548661107	7,614	300,000	SH	DEFINED
LYONDELLBASELL INDUSTRIES	COM	B53745100	362	11,153	SH	SOLE
M + T BANK CORP	COM	55261F104	7,634	100,000	SH	DEFINED
MARRIOTT INTERNATIONAL	COM	571903202	3,355	115,000	SH	DEFINED
MARSH + MCLENNAN COS	COM	571748102	7,905	250,000	SH	DEFINED
MARVELL TECHNOLOGY GROUP	COM	G5876H105	1,384	100,000	SH	DEFINED
MASCO CORP	COM	574599106	2,830	270,000	SH	DEFINED
MASTERCARD INC CLASS A	COM	57636Q104	4,848	13,000	SH	DEFINED
MATTEL INC	COM	577081102	1,471	53,000	SH	DEFINED
MCDONALD S CORP	COM	580135101	20,052	200,000	SH	DEFINED
MCKESSON CORP	COM	58155Q103	5,840	75,000	SH	DEFINED
MEDCO HEALTH SOLUTIONS	COM	58405U102	8,138	145,709	SH	DEFINED
MEDTRONIC INC	COM	585055106	5,545	145,000	SH	DEFINED
MELCO CROWN ENTERTAINME	ADR	585464100	6,727	700,000	SH	DEFINED
MERCK + CO. INC.	COM	58933Y105	15,076	400,000	SH	DEFINED
METLIFE INC	COM	59156R108	5,612	180,000	SH	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	2,826	450,000	SH	DEFINED
MICROSOFT CORP	COM	594918104	25,960	1,000,000	SH	DEFINED
MONSANTO CO	COM	61166W101	10,861	155,000	SH	DEFINED
MORGAN STANLEY	COM	617446448	2,875	190,000	SH	DEFINED
MYLAN INC	COM	628530107	4,934	230,000	SH	DEFINED
NASDAQ OMX GROUP/THE	COM	631103108	4,657	190,000	SH	DEFINED
NEW ORIENTAL EDUCATIO SP	ADR	647581107	6,926	288,000	SH	DEFINED
NEWMONT MINING CORP	COM	651639106	11,998	200,000	SH	DEFINED
NEWS CORP CLASS B	COM	65248E203	5,421	298,000	SH	DEFINED
NIKE INC CL B	COM	654106103	6,457	67,000	SH	DEFINED
NORFOLK SOUTHERN CORP	COM	655844108	3,352	46,000	SH	DEFINED
NYSE EURONEXT	COM	629491101	3,210	123,000	SH	DEFINED
O REILLY AUTOMOTIVE INC	COM	67103H107	7,195	90,000	SH	DEFINED
OCCIDENTAL PETROLEUM CORP	COM	674599105	10,214	109,000	SH	DEFINED
ORACLE CORP	COM	68389X105	13,404	523,000	SH	DEFINED
P G + E CORP	COM	69331C108	6,590	160,000	SH	DEFINED
PARKER HANNIFIN CORP	COM	701094104	5,720	75,000	SH	DEFINED
PEPSICO INC	COM	713448108	18,907	285,000	SH	DEFINED
PETROLEO BRASILEIRO S.A.	ADR	71654V408	2,237	90,000	SH	DEFINED
PETROLEO BRASILEIRO SPON	ADR	71654V101	3,526	150,127	SH	DEFINED
PFIZER INC	COM	717081103	24,886	1,150,000	SH	DEFINED
PHILIP MORRIS INTERNATION	COM	718172109	20,007	255,000	SH	DEFINED
PHOENIX COMPANIES	COM	71902E109	84	50,000	SH	SOLE
PNC FINANCIAL SERVICES	COM	693475105	10,382	180,000	SH	DEFINED
PPL CORPORATION	COM	69351T106	7,355	250,000	SH	DEFINED
PRAXAIR INC	COM	74005P104	9,617	90,000	SH	DEFINED

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PRECISION CASTPARTS CORP	COM	740189105	6,591	40,000	SH	DEFINED
PROCTER + GAMBLE CO/THE	COM	742718109	29,664	445,000	SH	DEFINED
PRUDENTIAL FINANCIAL INC	COM	744320102	3,007	60,000	SH	DEFINED
PUBLIC SERVICE ENTER	COM	744573106	7,097	215,000	SH	DEFINED
QUALCOMM INC	COM	747525103	12,301	225,000	SH	DEFINED
RESPONSYS INC	COM	761248103	416	46,848	SH	SOLE
SARA LEE CORP	COM	803111103	5,667	300,000	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	11,953	175,000	SH	DEFINED
SEMPRA ENERGY	COM	816851109	6,924	126,000	SH	DEFINED
SIGMA ALDRICH	COM	826552101	4,997	80,000	SH	DEFINED
SINA CORP	COM	G81477104	4,420	85,000	SH	DEFINED
SOUTHERN CO/THE	COM	842587107	12,958	280,000	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	4,312	135,000	SH	DEFINED
SPECTRA ENERGY CORP	COM	847560109	7,683	250,000	SH	DEFINED
STANLEY BLACK + DECKER	COM	854502101	6,215	92,000	SH	DEFINED
STARBUCKS CORP	COM	855244109	8,282	180,000	SH	DEFINED
STERICYCLE INC	COM	858912108	5,452	70,000	SH	DEFINED
SYMANTEC CORP	COM	871503108	2,348	150,000	SH	DEFINED
SYSCO CORP	COM	871829107	7,330	250,000	SH	DEFINED
TARGET CORP	COM	87612E106	7,171	140,000	SH	DEFINED
TELE NORTE LESTE PART ADR	ADR	879246106	1,364	143,323	SH	DEFINED
TELEFONOS DE MEXICO SP	ADR	879403707	1,330	95,000	SH	DEFINED
TELEFONOS DE MEXICO SP	ADR	879403780	1,672	116,000	SH	DEFINED
THERMO FISHER SCIENTIFIC	COM	883556102	2,653	59,000	SH	DEFINED
TIME WARNER CABLE	COM	88732J207	3,593	56,536	SH	DEFINED
TIME WARNER INC	COM	887317303	6,010	166,333	SH	DEFINED
TJX COMPANIES INC	COM	872540109	7,102	110,000	SH	DEFINED
TYCO INTERNATIONAL LTD	COM	H89128104	4,669	100,000	SH	DEFINED
UNITED PARCEL SERVICE	COM	911312106	14,634	200,000	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	13,885	190,000	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	7,095	140,000	SH	DEFINED
US BANCORP	COM	902973304	9,251	342,000	SH	DEFINED
VALE SA SP ADR	ADR	91912E105	4,792	223,407	SH	DEFINED
VALERO ENERGY CORP	COM	91913Y100	2,082	99,000	SH	DEFINED
VERIZON COMMUNICATIONS	COM	92343V104	20,045	500,000	SH	DEFINED
VIACOM INC CLASS B	COM	92553P201	7,266	160,000	SH	DEFINED
VISA INC CLASS A SHARES	COM	92826C839	5,889	58,000	SH	DEFINED
WAL MART STORES INC	COM	931142103	19,233	322,000	SH	DEFINED
WALT DISNEY CO/THE	COM	254687106	13,118	350,000	SH	DEFINED
WEATHERFORD INTL LTD	COM	H27013103	3,724	254,722	SH	DEFINED
WELLPOINT INC	COM	94973V107	5,301	80,000	SH	DEFINED
WELLS FARGO + CO	COM	949746101	18,741	680,000	SH	DEFINED
WISCONSIN ENERGY CORP	COM	976657106	6,994	200,000	SH	DEFINED
YAHOO INC	COM	984332106	8,866	550,000	SH	DEFINED
			1,542,261			