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BP PLC
Form 13F-HR
November 07, 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: September 30, 2012

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 November 7, 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: 167

Form 13F Information Table Value Total: \$ 1,419,802

(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 30, 2012

ISSUER	TITLE OF CLASS	CUSIP	MARKET VALUE (USD 000)	SHARES /PRN AMT	SH/ PRN	INVESTMENT DISCRETION	MA
3M CO	COM	88579Y101	8,869	96,000SH	DEFINED	01	
ABBOTT LABORATORIES	COM	002824100	17,135	250,000SH	DEFINED	01	
AFLAC INC	COM	001055102	5,743	120,000SH	DEFINED	01	
AGILENT TECHNOLOGIES INC	COM	00846U101	4,997	130,000SH	DEFINED	01	
ALLERGAN INC	COM	018490102	2,747	30,000SH	DEFINED	01	
ALTRIA GROUP INC	COM	02209S103	11,687	350,000SH	DEFINED	01	
AMAZON.COM INC	COM	023135106	3,815	15,000SH	DEFINED	01	
AMERICA MOVIL ADR SERIES	ADR	02364W204	15,222	600,000SH	DEFINED	01	
AMERICA MOVIL ADR SERIES	ADR	02364W105	5,148	202,448SH	DEFINED	01	
AMERICAN EXPRESS CO	COM	025816109	5,684	100,000SH	DEFINED	01	
AMERICAN INTERNATIONAL GR	COM	026874784	7,539	230,000SH	DEFINED	01	
AMERICAN TOWER CORP	COM	03027X100	3,569	50,000SH	DEFINED	01	
AMERIPRISE FINANCIAL INC	COM	03076C106	5,668	100,000SH	DEFINED	01	
AMERISOURCEBERGEN CORP	COM	03073E105	5,418	140,000SH	DEFINED	01	
AMGEN INC	COM	031162100	15,174	180,000SH	DEFINED	01	
ANADARKO PETROLEUM CORP	COM	032511107	6,989	100,000SH	DEFINED	01	
ANALOG DEVICES INC	COM	032654105	3,330	85,000SH	DEFINED	01	

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APACHE CORP	COM	037411105	7,341	85,000SH	DEFINED	01
APPLE INC	COM	037833100	62,036	93,000SH	DEFINED	01
APPLIED MATERIALS INC	COM	038222105	3,906	350,000SH	DEFINED	01
ASIAINFO LINKAGE INC	COM	04518A104	4,559	390,000SH	DEFINED	01
AT+T INC	COM	00206R102	22,614	600,000SH	DEFINED	01
AUTOMATIC DATA PROCESSING	COM	053015103	7,034	120,000SH	DEFINED	01
BAKER HUGHES INC	COM	057224107	4,522	100,000SH	DEFINED	01
BANCO BRADESCO ADR	ADR	059460303	2,042	127,050SH	DEFINED	01
BANK OF AMERICA CORP	COM	060505104	9,251	1,050,000SH	DEFINED	01
BANK OF NEW YORK MELLON C	COM	064058100	7,009	310,000SH	DEFINED	01
BB+T CORP	COM	054937107	2,486	75,000SH	DEFINED	01
BERKSHIRE HATHAWAY INC CL	COM	084670702	20,272	230,000SH	DEFINED	01
BOEING CO/THE	COM	097023105	9,047	130,000SH	DEFINED	01
BRISTOL MYERS SQUIBB CO	COM	110122108	6,070	180,000SH	DEFINED	01
CARDINAL HEALTH INC	COM	14149Y108	5,648	145,000SH	DEFINED	01
CARNIVAL CORP	COM	143658300	5,465	150,000SH	DEFINED	01
CELGENE CORP	COM	151020104	1,833	24,000SH	DEFINED	01
CEMEX SAB SPONS ADR PART	ADR	151290889	2,626	315,612SH	DEFINED	01
CENTURYLINK INC	COM	156700106	8,076	200,000SH	DEFINED	01
CHEVRON CORP	COM	166764100	34,379	295,000SH	DEFINED	01
CIA SIDERURGICA NAACL SP A	ADR	20440W105	368	65,400SH	DEFINED	01
CISCO SYSTEMS INC	COM	17275R102	12,409	650,000SH	DEFINED	01
CITIGROUP INC	COM	172967424	15,042	460,000SH	DEFINED	01
CITRIX SYSTEMS INC	COM	177376100	3,062	40,000SH	DEFINED	01
CME Group Inc.	COM	12572Q105	2,292	40,000SH	SOLE	
COCA COLA CO/THE	COM	191216100	18,970	500,000SH	DEFINED	01
COMCAST CORP CLASS A	COM	20030N101	10,722	300,000SH	DEFINED	01
COMPANHIA DE BEBIDAS PRF	ADR	20441W203	2,487	65,000SH	DEFINED	01
CONAGRA FOODS INC	COM	205887102	2,759	100,000SH	DEFINED	01
CONOCOPHILLIPS	COM	20825C104	14,290	250,000SH	DEFINED	01
CORNING INC	COM	219350105	3,945	300,000SH	DEFINED	01
COSTCO WHOLESALE CORP	COM	22160K105	8,010	80,000SH	DEFINED	01
COVIDIEN PLC	COM	G2554F113	7,126	120,000SH	DEFINED	01
CSX CORP	COM	126408103	5,185	250,000SH	DEFINED	01
CTRIP.COM INTERNATIONAL A	ADR	22943F100	2,275	135,000SH	DEFINED	01
CVS CAREMARK CORP	COM	126650100	12,103	250,000SH	DEFINED	01
DEERE + CO	COM	244199105	3,710	45,000SH	DEFINED	01
DEVON ENERGY CORPORATION	COM	25179M103	3,024	50,000SH	DEFINED	01
DOW CHEMICAL CO/THE	COM	260543103	4,370	151,000SH	DEFINED	01
DU PONT (E.I.) DE NEMOURS	COM	263534109	9,294	185,000SH	DEFINED	01
DUKE ENERGY CORP	COM	26441C204	5,829	90,000SH	DEFINED	01
EBAY INC	COM	278642103	7,257	150,000SH	DEFINED	01
ELI LILLY + CO	COM	532457108	11,850	250,000SH	DEFINED	01
EMBRAER SA ADR	ADR	29082A107	266	10,000SH	DEFINED	01
EMC CORP/MASS	COM	268648102	4,091	150,000SH	DEFINED	01
ENTERGY CORP	COM	29364G103	5,198	75,000SH	DEFINED	01
EXELON CORP	COM	30161N101	7,116	200,000SH	DEFINED	01
EXPRESS SCRIPTS HOLDING C	COM	30219G108	5,073	81,000SH	DEFINED	01
EXXON MOBIL CORP	COM	30231G102	54,852	600,000SH	DEFINED	01
FEDEX CORP	COM	31428X106	2,962	35,000SH	DEFINED	01
FISERV INC	COM	337738108	3,330	45,000SH	DEFINED	01
FOMENTO ECONOMICO MEX SP	ADR	344419106	10,234	111,300SH	DEFINED	01
FORD MOTOR CO	COM	345370860	9,358	950,000SH	DEFINED	01
FREEMPORT MCMORAN COPPER	COM	35671D857	6,923	175,000SH	DEFINED	01
GENERAL DYNAMICS CORP	COM	369550108	6,082	92,000SH	DEFINED	01
GENERAL ELECTRIC CO	COM	369604103	31,794	1,400,000SH	DEFINED	01
GILEAD SCIENCES INC	COM	375558103	11,938	180,000SH	DEFINED	01
GOLDMAN SACHS GROUP INC	COM	38141G104	4,547	40,000SH	DEFINED	01
GOOGLE INC CL A	COM	38259P508	25,271	33,500SH	DEFINED	01
GRUPO TELEVISIVA SA SPON AD	ADR	40049J206	3,644	155,000SH	DEFINED	01
GUIDEWIRE SOFTWARE INC	COM	40171V100	817	26,308SH	DEFINED	01
HALLIBURTON CO	COM	406216101	7,742	230,000SH	DEFINED	01

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HARTFORD FINANCIAL SVCS G	COM	416515104	4,860	250,000SH	DEFINED	01
HEWLETT PACKARD CO	COM	428236103	5,968	350,000SH	DEFINED	01
HILLSHIRE BRANDS CO	COM	432589109	1,605	60,000SH	DEFINED	01
HOME DEPOT INC	COM	437076102	4,828	80,000SH	DEFINED	01
HONEYWELL INTERNATIONAL I	COM	438516106	4,183	70,000SH	DEFINED	01
INTEL CORP	COM	458140100	14,723	650,000SH	DEFINED	01
INTL BUSINESS MACHINES CO	COM	459200101	22,807	110,000SH	DEFINED	01
ITAU UNIBANCO HLDNG PREF	ADR	465562106	1,049	68,750SH	DEFINED	01
JDS UNIPHASE CORP	COM	46612J507	2,476	200,000SH	DEFINED	01
JOHNSON + JOHNSON	COM	478160104	26,859	390,000SH	DEFINED	01
JPMORGAN CHASE + CO	COM	46625H100	16,184	400,000SH	DEFINED	01
KEYCORP	COM	493267108	5,063	580,000SH	DEFINED	01
KINDER MORGAN INC	COM	49456B101	4,506	126,930SH	DEFINED	01
KINDER MORGAN INC WTS	COM	49456B119	645	192,000SH	DEFINED	01
LG DISPLAY CO LTD ADR	ADR	50186V102	2,200	175,000SH	DEFINED	01
LOCKHEED MARTIN CORP	COM	539830109	4,202	45,000SH	DEFINED	01
M + T BANK CORP	COM	55261F104	6,190	65,000SH	DEFINED	01
MARATHON OIL CORP	COM	565849106	4,433	150,000SH	DEFINED	01
MARRIOTT INTERNATIONAL CL	COM	571903202	4,495	115,000SH	DEFINED	01
MARSH + MCLENNAN COS	COM	571748102	5,087	150,000SH	DEFINED	01
MASCO CORP	COM	574599106	4,061	270,000SH	DEFINED	01
MASTERCARD INC CLASS A	COM	57636Q104	2,708	6,000SH	DEFINED	01
MCDONALD S CORP	COM	580135101	16,972	185,000SH	DEFINED	01
MCKESSON CORP	COM	58155Q103	3,010	35,000SH	DEFINED	01
MEDTRONIC INC	COM	585055106	6,251	145,000SH	DEFINED	01
MELCO CROWN ENTERTAINME A	ADR	585464100	9,415	700,000SH	DEFINED	01
MERCK + CO. INC.	COM	58933Y105	22,545	500,000SH	DEFINED	01
METLIFE INC	COM	59156R108	6,199	180,000SH	DEFINED	01
MICRON TECHNOLOGY INC	COM	595112103	6,279	1,050,000SH	DEFINED	01
MICROSOFT CORP	COM	594918104	29,006	975,000SH	DEFINED	01
MONSANTO CO	COM	61166W101	5,461	60,000SH	DEFINED	01
MORGAN STANLEY	COM	617446448	3,179	190,000SH	DEFINED	01
NABORS INDUSTRIES LTD	COM	G6359F103	3,505	250,000SH	DEFINED	01
NASDAQ OMX GROUP/THE	COM	631103108	4,425	190,000SH	DEFINED	01
NEW ORIENTAL EDUCATIO SP	ADR	647581107	4,801	288,000SH	DEFINED	01
NEWMONT MINING CORP	COM	651639106	4,481	80,000SH	DEFINED	01
NEWS CORP CL A	COM	65248E104	4,902	200,000SH	DEFINED	01
NORFOLK SOUTHERN CORP	COM	655844108	6,363	100,000SH	DEFINED	01
NORTHERN TRUST CORP	COM	665859104	5,801	125,000SH	DEFINED	01
NYSE EURONEXT	COM	629491101	6,650	270,000SH	DEFINED	01
OCCIDENTAL PETROLEUM CORP	COM	674599105	10,754	125,000SH	DEFINED	01
OI SA ADR	ADR	670851104	133	26,930SH	DEFINED	01
OI SA ADR	ADR	670851203	1,107	276,066SH	DEFINED	01
ORACLE CORP	COM	68389X105	12,584	400,000SH	DEFINED	01
PAYCHEX INC	COM	704326107	6,652	200,000SH	DEFINED	01
PEABODY ENERGY CORP	COM	704549104	2,228	100,000SH	DEFINED	01
PEPSICO INC	COM	713448108	12,733	180,000SH	DEFINED	01
PETROLEO BRASILEIRO S.A.	ADR	71654V408	2,063	90,000SH	DEFINED	01
PETROLEO BRASILEIRO SPON	ADR	71654V101	3,313	150,127SH	DEFINED	01
PFIZER INC	COM	717081103	29,187	1,175,000SH	DEFINED	01
PHILIP MORRIS INTERNATION	COM	718172109	16,187	180,000SH	DEFINED	01
PHILLIPS 66	COM	718546104	4,631	100,000SH	DEFINED	01
PNC FINANCIAL SERVICES GR	COM	693475105	9,779	155,000SH	DEFINED	01
PPL CORPORATION	COM	69351T106	7,260	250,000SH	DEFINED	01
PRAXAIR INC	COM	74005P104	6,232	60,000SH	DEFINED	01
PRINCIPAL FINANCIAL GROUP	COM	74251V102	6,738	250,000SH	DEFINED	01
PROCTER + GAMBLE CO/THE	COM	742718109	20,799	300,000SH	DEFINED	01
PUBLIC SERVICE ENTERPRISE	COM	744573106	6,917	215,000SH	DEFINED	01
QUALCOMM INC	COM	747525103	14,051	225,000SH	DEFINED	01
SCHLUMBERGER LTD	COM	806857108	10,121	140,000SH	DEFINED	01
SINA CORP	COM	G81477104	5,497	85,000SH	DEFINED	01
SOUTHERN CO/THE	COM	842587107	5,989	130,000SH	DEFINED	01

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SPECTRA ENERGY CORP	COM	847560109	7,338	250,000SH	DEFINED	01
STANLEY BLACK + DECKER IN	COM	854502101	3,050	40,000SH	DEFINED	01
STATE STREET CORP	COM	857477103	7,130	170,000SH	DEFINED	01
SYSCO CORP	COM	871829107	6,252	200,000SH	DEFINED	01
TARGET CORP	COM	87612E106	5,711	90,000SH	DEFINED	01
TIME WARNER INC	COM	887317303	9,973	220,000SH	DEFINED	01
TYCO INTERNATIONAL LTD	COM	H89128104	3,374	60,000SH	DEFINED	01
UNION PACIFIC CORP	COM	907818108	2,373	20,000SH	DEFINED	01
UNITED PARCEL SERVICE CL	COM	911312106	10,734	150,000SH	DEFINED	01
UNITED TECHNOLOGIES CORP	COM	913017109	10,954	140,000SH	DEFINED	01
UNITEDHEALTH GROUP INC	COM	91324P102	11,078	200,000SH	DEFINED	01
UNUM GROUP	COM	91529Y106	2,883	150,000SH	DEFINED	01
US BANCORP	COM	902973304	13,712	400,000SH	DEFINED	01
VALE SA SP ADR	ADR	91912E105	3,995	223,407SH	DEFINED	01
VERIZON COMMUNICATIONS IN	COM	92343V104	13,659	300,000SH	DEFINED	01
VIACOM INC CLASS B	COM	92553P201	11,254	210,000SH	DEFINED	01
VISA INC CLASS A SHARES	COM	92826C839	6,713	50,000SH	DEFINED	01
WAL MART STORES INC	COM	931142103	16,234	220,000SH	DEFINED	01
WALGREEN CO	COM	931422109	8,010	220,000SH	DEFINED	01
WALT DISNEY CO/THE	COM	254687106	6,793	130,000SH	DEFINED	01
WELLPOINT INC	COM	94973V107	1,740	30,000SH	DEFINED	01
WELLS FARGO + CO	COM	949746101	23,494	680,000SH	DEFINED	01
WISCONSIN ENERGY CORP	COM	976657106	5,271	140,000SH	DEFINED	01
XILINX INC	COM	983919101	3,340	100,000SH	DEFINED	01
YAHOO INC	COM	984332106	5,190	325,000SH	DEFINED	01
YUM BRANDS INC	COM	988498101	3,648	55,000SH	DEFINED	01
			1,419,802			