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BP PLC
Form 13F-HR
May 09, 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: March 31, 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 May 9, 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: 175

Form 13F Information Table Value Total: \$ 1,633,574

(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
March 31, 2012

ISSUER	TITLE OF CLASS	CUSIP	MARKET VALUE (USD 000)	SHARES /PRN AMT	SH/ PRN	INVESTMENT DISCRETION MANAGERS
3M CO	COM	88579Y101	8,558	96,000	SH	DEFINED 01
ABBOTT LABORATORIES	COM	002824100	18,375	300,000	SH	DEFINED 01
AIR PRODUCTS + CHEMICALS	COM	009158106	7,346	80,000	SH	DEFINED 01
AIRGAS INC	COM	009363102	6,673	75,000	SH	DEFINED 01
ALLERGAN INC	COM	018490102	8,587	90,000	SH	DEFINED 01
ALTRIA GROUP INC	COM	02209S103	13,274	430,000	SH	DEFINED 01
AMAZON.COM INC	COM	023135106	5,063	25,000	SH	DEFINED 01
AMERICA MOVIL ADR SERIES	ADR	02364W204	14,838	600,000	SH	DEFINED 01
AMERICA MOVIL ADR SERIES	ADR	02364W105	5,027	202,448	SH	DEFINED 01
AMERICAN EXPRESS CO	COM	025816109	8,099	140,000	SH	DEFINED 01
AMERICAN INTERNATIONAL GR	COM	026874784	4,939	160,000	SH	DEFINED 01
AMERICAN TOWER CORP	COM	03027X100	5,041	80,000	SH	DEFINED 01
AMGEN INC	COM	031162100	12,235	180,000	SH	DEFINED 01
AMPHENOL CORP CL A	COM	032095101	3,825	64,000	SH	DEFINED 01
ANADARKO PETROLEUM CORP	COM	032511107	5,170	66,000	SH	DEFINED 01
APACHE CORP	COM	037411105	5,021	50,000	SH	DEFINED 01
APPLE INC	COM	037833100	71,935	120,000	SH	DEFINED 01

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ARCH CAPITAL GROUP LTD	COM	G0450A105	2,234	60,000	SH	DEFINED	01
ARTHUR J GALLAGHER + CO	COM	363576109	3,575	100,000	SH	DEFINED	01
ASIAINFO LINKAGE INC	COM	04518A104	4,914	390,000	SH	DEFINED	01
AT+T INC	COM	00206R102	25,600	820,000	SH	DEFINED	01
AUTOMATIC DATA PROCESSING	COM	053015103	4,636	84,000	SH	DEFINED	01
BANCO BRADESCO ADR	ADR	059460303	2,222	127,050	SH	DEFINED	01
BANK OF AMERICA CORP	COM	060505104	9,082	950,000	SH	DEFINED	01
BANK OF NEW YORK MELLON	COM	064058100	3,618	150,000	SH	DEFINED	01
BERKSHIRE HATHAWAY INC	COM	084670702	18,667	230,000	SH	DEFINED	01
BMC SOFTWARE INC	COM	055921100	1,807	45,000	SH	DEFINED	01
BOEING CO/THE	COM	097023105	8,329	112,000	SH	DEFINED	01
BRISTOL MYERS SQUIBB CO	COM	110122108	8,438	250,000	SH	DEFINED	01
CARDINAL HEALTH INC	COM	14149Y108	2,587	60,000	SH	DEFINED	01
CARNIVAL CORP	COM	143658300	1,925	60,000	SH	DEFINED	01
CBS CORP CLASS B NON VOT	COM	124857202	6,098	180,000	SH	DEFINED	01
CELGENE CORP	COM	151020104	4,961	64,000	SH	DEFINED	01
CEMEX SAB SPONS ADR PART	ADR	151290889	2,446	315,613	SH	DEFINED	01
CENTURYLINK INC	COM	156700106	7,724	200,000	SH	DEFINED	01
CHEVRON CORP	COM	166764100	31,612	295,000	SH	DEFINED	01
CIA SIDERURGICA NAACL SP	ADR	20440W105	618	65,400	SH	DEFINED	01
CISCO SYSTEMS INC	COM	17275R102	19,564	925,000	SH	DEFINED	01
CITIGROUP INC	COM	172967424	13,979	382,660	SH	DEFINED	01
CITRIX SYSTEMS INC	COM	177376100	6,471	82,000	SH	DEFINED	01
CME	COM	12572Q105	2,315	8,000	SH	SOLE	
COCA COLA CO/THE	COM	191216100	22,564	305,000	SH	DEFINED	01
COLGATE PALMOLIVE CO	COM	194162103	5,864	60,000	SH	DEFINED	01
COMCAST CORP CLASS A	COM	20030N101	10,804	360,000	SH	DEFINED	01
COMPANHIA DE BEBIDAS PRF	ADR	20441W203	2,685	65,000	SH	DEFINED	01
CONAGRA FOODS INC	COM	205887102	2,626	100,000	SH	DEFINED	01
CONOCOPHILLIPS	COM	20825C104	19,005	250,000	SH	DEFINED	01
CONSOLIDATED COMMUNICAT	COM	209034107	4,071	207,500	SH	DEFINED	01
COSTCO WHOLESALE CORP	COM	22160K105	10,896	120,000	SH	DEFINED	01
COVIDIEN PLC	COM	G2554F113	8,799	161,000	SH	DEFINED	01
CSX CORP	COM	126408103	3,224	150,000	SH	DEFINED	01
CTRIIP.COM INTERNATIONAL	ADR	22943F100	2,921	135,000	SH	DEFINED	01
CVS CAREMARK CORP	COM	126650100	13,440	300,000	SH	DEFINED	01
DANAHER CORP	COM	235851102	5,596	100,000	SH	DEFINED	01
DEVON ENERGY CORPORATION	COM	25179M103	8,175	115,000	SH	DEFINED	01
DOMINION RESOURCES INC/VA	COM	25746U109	11,518	225,000	SH	DEFINED	01
DOW CHEMICAL CO/THE	COM	260543103	5,231	151,000	SH	DEFINED	01
DU PONT (E.I.) DE NEMOURS	COM	263534109	9,779	185,000	SH	DEFINED	01
DUKE ENERGY CORP	COM	26441C105	5,877	280,000	SH	DEFINED	01
EBAY INC	COM	278642103	5,532	150,000	SH	DEFINED	01
ECOLAB INC	COM	278865100	5,555	90,000	SH	DEFINED	01
EL PASO CORP	COM	28336L109	8,859	300,000	SH	DEFINED	01
ELI LILLY + CO	COM	532457108	10,065	250,000	SH	DEFINED	01
EMBRAER SA ADR	ADR	29082A107	320	10,000	SH	DEFINED	01
ENERGEN CORP	COM	29265N108	2,455	50,000	SH	DEFINED	01
ENTERGY CORP	COM	29364G103	5,709	85,000	SH	DEFINED	01
EXELON CORP	COM	30161N101	10,388	265,000	SH	DEFINED	01
EXXON MOBIL CORP	COM	30231G102	52,002	600,000	SH	DEFINED	01
FISERV INC	COM	337738108	3,122	45,000	SH	DEFINED	01
FOMENTO ECONOMICO MEX SP	ADR	344419106	9,149	111,300	SH	DEFINED	01
FORD MOTOR CO	COM	345370860	6,235	500,000	SH	DEFINED	01
GENERAL DYNAMICS CORP	COM	369550108	6,754	92,000	SH	DEFINED	01
GENERAL ELECTRIC CO	COM	369604103	32,128	1,600,000	SH	DEFINED	01
GOLDMAN SACHS GROUP INC	COM	38141G104	8,089	65,000	SH	DEFINED	01
GOODRICH CORP	COM	382388106	6,272	50,000	SH	DEFINED	01
GOOGLE INC CL A	COM	38259P508	25,749	40,155	SH	DEFINED	01
GRUPO TELEVISIA SA SPON	ADR	40049J206	3,266	155,000	SH	DEFINED	01
HALLIBURTON CO	COM	406216101	6,804	205,000	SH	DEFINED	01
HARTFORD FINANCIAL SVCS	COM	416515104	4,218	200,000	SH	DEFINED	01

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HEWLETT PACKARD CO	COM	428236103	6,357	267,000	SH	DEFINED	01
HOMEAWAY INC	COM	43739Q100	696	27,417	SH	SOLE	
HONEYWELL INTERNATIONAL	COM	438516106	9,890	162,000	SH	DEFINED	01
INTEL CORP	COM	458140100	20,365	725,000	SH	DEFINED	01
INTL BUSINESS MACHINES	COM	459200101	31,943	153,000	SH	DEFINED	01
INTUIT INC	COM	461202103	3,728	62,000	SH	DEFINED	01
INTUITIVE SURGICAL INC	COM	46120E602	5,147	9,500	SH	DEFINED	01
ISHARES COHEN + STEERS	COM	464287564	5,213	70,000	SH	DEFINED	01
ITAU UNIBANCO HLDNG PREF	ADR	465562106	1,319	68,750	SH	DEFINED	01
JDS UNIPHASE CORP	COM	46612J507	4,347	300,000	SH	DEFINED	01
JOHNSON + JOHNSON	COM	478160104	24,409	370,000	SH	DEFINED	01
JPMORGAN CHASE + CO	COM	46625H100	26,186	570,000	SH	DEFINED	01
JUNIPER NETWORKS INC	COM	48203R104	2,631	115,000	SH	DEFINED	01
KRAFT FOODS INC CLASS A	COM	50075N104	7,754	204,000	SH	DEFINED	01
LG DISPLAY CO LTD ADR	ADR	50186V102	2,060	175,000	SH	DEFINED	01
LOWE S COS INC	COM	548661107	7,845	250,000	SH	DEFINED	01
LYONDELLBASELL INDUSTRIES	COM	N53745100	487	11,153	SH	SOLE	
M + T BANK CORP	COM	55261F104	7,817	90,000	SH	DEFINED	01
MARRIOTT INTERNATIONAL	COM	571903202	4,353	115,000	SH	DEFINED	01
MARSH + MCLENNAN COS	COM	571748102	8,198	250,000	SH	DEFINED	01
MASCO CORP	COM	574599106	3,610	270,000	SH	DEFINED	01
MASTERCARD INC CLASS A	COM	57636Q104	5,475	13,000	SH	DEFINED	01
MCDONALD S CORP	COM	580135101	15,696	160,000	SH	DEFINED	01
MCKESSON CORP	COM	58155Q103	3,073	35,000	SH	DEFINED	01
MEDCO HEALTH SOLUTIONS	COM	58405U102	7,030	100,000	SH	DEFINED	01
MEDTRONIC INC	COM	585055106	5,675	145,000	SH	DEFINED	01
MELCO CROWN ENTERTAINME	ADR	585464100	9,527	700,000	SH	DEFINED	01
MERCK + CO. INC.	COM	58933Y105	19,185	500,000	SH	DEFINED	01
METLIFE INC	COM	59156R108	6,716	180,000	SH	DEFINED	01
MICRON TECHNOLOGY INC	COM	595112103	3,641	450,000	SH	DEFINED	01
MICROSOFT CORP	COM	594918104	35,464	1,100,000	SH	DEFINED	01
MONSANTO CO	COM	61166W101	9,564	120,000	SH	DEFINED	01
MORGAN STANLEY	COM	617446448	3,732	190,000	SH	DEFINED	01
MYLAN INC	COM	628530107	5,391	230,000	SH	DEFINED	01
NASDAQ OMX GROUP/THE	COM	631103108	4,919	190,000	SH	DEFINED	01
NEW ORIENTAL EDUCATIO SP	ADR	647581107	7,911	288,000	SH	DEFINED	01
NEWMONT MINING CORP	COM	651639106	7,176	140,000	SH	DEFINED	01
NEWS CORP CL A	COM	65248E104	4,923	250,000	SH	DEFINED	01
NEWS CORP CLASS B	COM	65248E203	5,951	298,000	SH	DEFINED	01
NORFOLK SOUTHERN CORP	COM	655844108	3,028	46,000	SH	DEFINED	01
NORTHERN TRUST CORP	COM	665859104	4,743	100,000	SH	DEFINED	01
NYSE EURONEXT	COM	629491101	5,996	200,000	SH	DEFINED	01
O REILLY AUTOMOTIVE INC	COM	67103H107	6,302	69,000	SH	DEFINED	01
OCCIDENTAL PETROLEUM CORP	COM	674599105	10,378	109,000	SH	DEFINED	01
ORACLE CORP	COM	68389X105	15,245	523,000	SH	DEFINED	01
P G + E CORP	COM	69331C108	2,603	60,000	SH	DEFINED	01
PARKER HANNIFIN CORP	COM	701094104	6,335	75,000	SH	DEFINED	01
PAYCHEX INC	COM	704326107	6,198	200,000	SH	DEFINED	01
PEPSICO INC	COM	713448108	15,922	240,000	SH	DEFINED	01
PETROLEO BRASILEIRO S.A.	ADR	71654V408	2,390	90,000	SH	DEFINED	01
PETROLEO BRASILEIRO SPON	ADR	71654V101	3,834	150,127	SH	DEFINED	01
PFIZER INC	COM	717081103	29,432	1,300,000	SH	DEFINED	01
PHILIP MORRIS INTL	COM	718172109	18,163	205,000	SH	DEFINED	01
PNC FINANCIAL SERVICES	COM	693475105	9,991	155,000	SH	DEFINED	01
PPL CORPORATION	COM	69351T106	7,060	250,000	SH	DEFINED	01
PRAXAIR INC	COM	74005P104	11,461	100,000	SH	DEFINED	01
PRECISION CASTPARTS CORP	COM	740189105	3,113	18,000	SH	DEFINED	01
PRINCIPAL FINANCIAL GROUP	COM	74251V102	4,717	160,000	SH	DEFINED	01
PROCTER + GAMBLE CO/THE	COM	742718109	29,908	445,000	SH	DEFINED	01
PRUDENTIAL FINANCIAL INC	COM	744320102	3,803	60,000	SH	DEFINED	01
PUBLIC SERVICE ENTERPRISE	COM	744573106	6,581	215,000	SH	DEFINED	01
QUALCOMM INC	COM	747525103	15,305	225,000	SH	DEFINED	01

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SARA LEE CORP	COM	803111103	6,459	300,000	SH	DEFINED	01
SCHLUMBERGER LTD	COM	806857108	11,538	165,000	SH	DEFINED	01
SEMPRA ENERGY	COM	816851109	7,549	126,000	SH	DEFINED	01
SIGMA ALDRICH	COM	826552101	2,921	40,000	SH	DEFINED	01
SINA CORP	COM	G81477104	5,524	85,000	SH	DEFINED	01
SOUTHERN CO/THE	COM	842587107	9,880	220,000	SH	DEFINED	01
SPECTRA ENERGY CORP	COM	847560109	7,888	250,000	SH	DEFINED	01
STANLEY BLACK + DECKER	COM	854502101	8,852	115,000	SH	DEFINED	01
STARBUCKS CORP	COM	855244109	10,062	180,000	SH	DEFINED	01
STATE STREET CORP	COM	857477103	3,412	75,000	SH	DEFINED	01
STERICYCLE INC	COM	858912108	5,855	70,000	SH	DEFINED	01
SYMANTEC CORP	COM	871503108	2,804	150,000	SH	DEFINED	01
SYSCO CORP	COM	871829107	7,460	250,000	SH	DEFINED	01
TARGET CORP	COM	87612E106	5,244	90,000	SH	DEFINED	01
TELE NORTE LESTE PART ADR	ADR	879246106	1,627	143,323	SH	DEFINED	01
TIME WARNER CABLE	COM	88732J207	4,606	56,536	SH	DEFINED	01
TIME WARNER INC	COM	887317303	7,928	210,000	SH	DEFINED	01
TJX COMPANIES INC	COM	872540109	8,734	220,000	SH	DEFINED	01
TYCO INTERNATIONAL LTD	COM	H89128104	5,619	100,000	SH	DEFINED	01
UNITED PARCEL SERVICE	COM	911312106	16,140	200,000	SH	DEFINED	01
UNITED TECHNOLOGIES CORP	COM	913017109	15,755	190,000	SH	DEFINED	01
UNITEDHEALTH GROUP INC	COM	91324P102	8,252	140,000	SH	DEFINED	01
US BANCORP	COM	902973304	14,243	450,000	SH	DEFINED	01
VALE SA SP ADR	ADR	91912E105	5,208	223,407	SH	DEFINED	01
VERIZON COMMUNICATIONS	COM	92343V104	19,100	500,000	SH	DEFINED	01
VIACOM INC CLASS B	COM	92553P201	9,967	210,000	SH	DEFINED	01
VISA INC CLASS A SHARES	COM	92826C839	6,844	58,000	SH	DEFINED	01
WAL MART STORES INC	COM	931142103	19,690	322,000	SH	DEFINED	01
WALT DISNEY CO/THE	COM	254687106	11,813	270,000	SH	DEFINED	01
WEATHERFORD INTL LTD	COM	H27013103	5,278	350,000	SH	DEFINED	01
WELLPOINT INC	COM	94973V107	5,904	80,000	SH	DEFINED	01
WELLS FARGO + CO	COM	949746101	27,970	820,000	SH	DEFINED	01
WISCONSIN ENERGY CORP	COM	976657106	7,038	200,000	SH	DEFINED	01
YAHOO INC	COM	984332106	5,324	350,000	SH	DEFINED	01

1,633,574