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PETROLEUM & RESOURCES CORP  
Form 13F-HR  
November 02, 2012

UNITED STATES  
SECURITIES & 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: Petroleum & Resources Corporation  
Address: 7 St. Paul Street, Suite 1140  
Baltimore, MD 21202

Form 13F File Number: 28-596

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: Christine M. Sloan  
Title: Assistant Treasurer  
Phone: (410) 752-5900

Signature, Place, and Date of Signing:

/s/ Christine M. Sloan                      Baltimore, MD                      November 2, 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).)

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Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	0
Form 13F Information Table Entry Total:	54
Form 13F Information Table Value Total:	\$757,026 (in 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.

NONE

COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (x \$1000)	COLUMN 5 SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	COLUM INVS DISC
AIR PRODUCTS & CHEMICALS, INC.	COM	009158106	8,270	100,000	SH		SOLE
ANADARKO PETROLEUM CORP.	COM	032511107	20,976	300,000	SH		SOLE
APACHE CORP.	COM	037411105	13,835	160,000	SH		SOLE
BAKER HUGHES, INC.	COM	057224107	2,714	60,000	SH		SOLE
CF INDUSTRIES HOLDINGS, INC.	COM	125269100	18,683	84,069	SH		SOLE
CHEVRON CORP.	COM	166764100	100,242	860,000	SH		SOLE
CLIFFS NATURAL RESOURCES	COM	18683K101	5,556	142,000	SH		SOLE
CONOCOPHILLIPS	COM	20825C104	14,295	250,000	SH		SOLE
DEVON ENERGY CORP.	COM	25179M103	8,167	135,000	SH		SOLE
DOW CHEMICAL CO.	COM	260543103	15,928	550,000	SH		SOLE
E.I. DUPONT DE NEMOURS AND CO.	COM	263534109	3,770	75,000	SH		SOLE
ENERGEN CORP.	COM	29265N108	9,172	175,000	SH		SOLE
EOG RESOURCES, INC.	COM	26875P101	14,567	130,000	SH		SOLE
EQT CORP.	COM	26884L109	8,260	140,000	SH		SOLE
EXXON MOBIL CORP.	COM	30231G102	133,373	1,458,430	SH		SOLE
FMC CORP.	COM	302491303	14,399	260,000	SH		SOLE
FOREST OIL CORP.	COM	346091705	1,690	200,000	SH		SOLE
FREEMPORT-MCMORAN COPPER & GOLD	COM	35671D857	19,275	487,000	SH		SOLE
HALLIBURTON CO.	COM	406216101	14,402	427,500	SH		SOLE
HESS CORP.	COM	42809H107	12,087	225,000	SH		SOLE
HOLLYFRONTIER CORP.	COM	436106108	2,476	60,000	SH		SOLE
KINDER MORGAN INC.	COM	49456B101	8,880	250,000	SH		SOLE
LYONDELLBASELL INDUSTRIES N.V.	SHS-A	N53745100	6,922	134,000	SH		SOLE
MARATHON OIL CORP.	COM	565849106	5,175	175,000	SH		SOLE
MARATHON PETROLEUM CORP.	COM	56585A102	10,372	190,000	SH		SOLE
MDU RESOURCES GROUP, INC.	COM	552690109	4,121	187,000	SH		SOLE
MIDSTATES PETROLEUM CO., INC.	COM	59804T100	2,163	250,000	SH		SOLE
NABORS INDUSTRIES, LTD.	SHS	G6359F103	1,670	119,000	SH		SOLE
NATIONAL FUEL GAS CO.	COM	636180101	5,404	100,000	SH		SOLE
NATIONAL OILWELL VARCO, INC.	COM	637071101	20,028	250,000	SH		SOLE

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NEW JERSEY RESOURCES CORP.	COM	646025106	12,802	280,000	SH	SOLE
NEWFIELD EXPLORATION CO.	COM	651290108	2,506	80,000	SH	SOLE
NOBLE ENERGY, INC.	COM	655044105	17,615	190,000	SH	SOLE
OASIS PETROLEUM, INC.	COM	674215108	4,421	150,000	SH	SOLE
OCCIDENTAL PETROLEUM CORP.	COM	674599105	30,982	360,000	SH	SOLE
OIL STATES INTERNATIONAL, INC.	COM	678026105	11,124	140,000	SH	SOLE
PEABODY ENERGY CORP.	COM	704549104	4,289	192,440	SH	SOLE
PHILLIPS 66	COM	718546104	11,593	250,000	SH	SOLE
PIONEER NATURAL RESOURCES CO.	COM	723787107	10,440	100,000	SH	SOLE
POTASH CORP OF SASKATCHEWAN	COM	73755L107	10,421	240,000	SH	SOLE
PRAXAIR, INC.	COM	74005P104	15,582	150,000	SH	SOLE
QEP RESOURCES, INC.	COM	74733V100	6,015	190,000	SH	SOLE
QUESTAR CORP.	COM	748356102	4,194	206,300	SH	SOLE
ROYAL DUTCH SHELL	SPONS ADR A	780259206	9,433	135,903	SH	SOLE
SCHLUMBERGER LTD.	COM	806857108	41,590	575,000	SH	SOLE
SEADRILL LTD.	SHS	G7945E105	7,844	200,003	SH	SOLE
SOUTHWESTERN ENERGY CO.	COM	845467109	1,913	55,000	SH	SOLE
SPDR GOLD TRUST	GOLD SHS	78463V107	11,181	65,000	SH	SOLE
SPECTRA ENERGY CORP.	COM	847560109	2,261	77,012	SH	SOLE
TECK RESOURCES LTD.	CL B	878742204	5,890	200,000	SH	SOLE
TRANSOCEAN LTD.	REG SHS	H8817H100	6,509	145,000	SH	SOLE
WEATHERFORD INT'L. LTD.	REG	H27013103	5,072	400,000	SH	SOLE
WILLIAMS COMPANIES, INC.	COM	969457100	13,988	400,000	SH	SOLE
WPX ENERGY, INC.	COM	98212B103	2,489	150,000	SH	SOLE
			757,026			

