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BP PLC  
Form 13F-HR  
August 06, 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: June 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                      August 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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Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1  
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Form 13F Information Table Entry Total: 417  
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Form 13F Information Table Value Total: \$ 2,562,225  
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(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  
JUNE 30, 2007

ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES /PRN AMT	SH/ PRN	INVESTMENT DISCRETION	MANAG
3M CO	COM	88579Y101	10415	120000	SH	DEFINED	01
ABBOTT LABS	COM	002824100	13254	247500	SH	DEFINED	01
ACE LTD	COM	G0070K103	4126	66000	SH	DEFINED	01
ADOBE SYS INC	COM	00724F101	3814	95000	SH	DEFINED	01
ADVANCED MICRO DEVICES INC	COM	007903107	1244	87000	SH	DEFINED	01
AES CORP	COM	00130H105	2494	114000	SH	DEFINED	01
AETNA INC	COM	00817Y108	4446	90000	SH	DEFINED	01
AFFILIATED COMPUTER SVCS INC	COM	008190100	1149	20250	SH	DEFINED	01
AFLAC INC	COM	001055102	3662	71250	SH	DEFINED	01
AGILENT TECHNOLOGIES INC	COM	00846U101	2998	78000	SH	DEFINED	01
AIR PRODS + CHEMS INC	COM	009158106	3617	45000	SH	DEFINED	01
ALCOA INC	COM	013817101	5350	132000	SH	DEFINED	01
ALLEGHENY ENERGY INC	COM	017361106	2522	48750	SH	DEFINED	01
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	1731	16500	SH	DEFINED	01
ALLSTATE CORP	COM	020002101	5782	94000	SH	DEFINED	01
ALLTEL CORP	COM	020039103	4053	60000	SH	DEFINED	01
ALTERA CORP	COM	021441100	1660	75000	SH	DEFINED	01

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ALTRIA GROUP INC	COM	02209S103	24987	356250	SH	DEFINED	01
AMAZON COM INC	COM	023135106	3386	49500	SH	DEFINED	01
AMBAC FINL GROUP INC	COM	023139108	2594	29750	SH	DEFINED	01
AMEREN CORP	COM	023608102	1470	30000	SH	DEFINED	01
AMERICA MOVIL S A DE C V	ADR	02364W204	18525	300000	SH	DEFINED	01
AMERICA MOVIL SAB DE CV	ADR	02364W105	7308	118000	SH	DEFINED	01
AMERICAN ELEC PWR INC	COM	025537101	2702	60000	SH	DEFINED	01
AMERICAN EXPRESS CO	COM	025816109	12450	203500	SH	DEFINED	01
AMERICAN INTL GROUP INC	COM	026874107	29675	423750	SH	DEFINED	01
AMERICAN STD COS INC DEL	COM	029712106	1681	28500	SH	DEFINED	01
AMERIPRISE FINL INC	COM	03076C106	1983	31200	SH	DEFINED	01
AMERISOURCEBERGEN CORP	COM	03073E105	1855	37500	SH	DEFINED	01
AMGEN INC	COM	031162100	10726	194000	SH	DEFINED	01
ANADARKO PETE CORP	COM	032511107	4289	82500	SH	DEFINED	01
ANALOG DEVICES INC	COM	032654105	2258	60000	SH	DEFINED	01
ANHEUSER BUSCH COS INC	COM	035229103	6337	121500	SH	DEFINED	01
AON CORP	COM	037389103	3004	70500	SH	DEFINED	01
APACHE CORP	COM	037411105	4283	52500	SH	DEFINED	01
APOLLO GROUP INC	COM	037604105	1665	28500	SH	DEFINED	01
APPLE INC	COM	037833100	16567	135750	SH	DEFINED	01
APPLERA CORP APPLIED BIOSYS	COM	038020103	916	30000	SH	DEFINED	01
APPLIED MATERIALS INC	COM	038222105	5126	258000	SH	DEFINED	01
ARCH CAP GROUP LTD	COM	G0450A105	1436	19800	SH	DEFINED	01
ARCHER DANIELS MIDLAND CO	COM	039483102	3723	112500	SH	DEFINED	01
AT+T INC	COM	00206R102	42455	1023000	SH	DEFINED	01
AUTODESK INCORPORATED	COM	052769106	2330	49500	SH	DEFINED	01
AUTOMATIC DATA PROCESSING INC	COM	053015103	4362	90000	SH	DEFINED	01
AVAYA INC	COM	053499109	1010	60000	SH	DEFINED	01
AVON PRODS INC	COM	054303102	2756	75000	SH	DEFINED	01
BAKER HUGHES INC	COM	057224107	5994	71250	SH	DEFINED	01
BANCO BRADESCO SA	ADR	059460303	1688	70000	SH	DEFINED	01
BANCO ITAU S A	ADR	059602201	1111	25000	SH	DEFINED	01
BANK AMER CORP	COM	060505104	36496	746500	SH	DEFINED	01
BANK NEW YORK INC	COM	064057102	6216	150000	SH	DEFINED	01
BARD C R INC	COM	067383109	1859	22500	SH	DEFINED	01
BAUSCH + LOMB INC	COM	071707103	625	9000	SH	DEFINED	01
BAXTER INTL INC	COM	071813109	5282	93750	SH	DEFINED	01
BB+T CORP	COM	054937107	3051	75000	SH	DEFINED	01
BECTON DICKINSON + CO	COM	075887109	2794	37500	SH	DEFINED	01
BED BATH + BEYOND INC	COM	075896100	1620	45000	SH	DEFINED	01
BEST BUY CO INC	COM	086516101	3395	72750	SH	DEFINED	01
BIOGEN IDEC INC	COM	09062X103	2729	51000	SH	DEFINED	01
BIOMET INC	COM	090613100	2400	52500	SH	DEFINED	01
BJ SVCS CO	COM	055482103	1834	64500	SH	DEFINED	01
BLACK + DECKER CORPORATION	COM	091797100	993	11250	SH	DEFINED	01
BLOCK H + R INC	COM	093671105	1262	54000	SH	DEFINED	01
BMC SOFTWARE INC	COM	055921100	1045	34500	SH	DEFINED	01
BOEING CO	COM	097023105	13126	136500	SH	DEFINED	01
BOSTON SCIENTIFIC CORP	COM	101137107	3144	204984	SH	DEFINED	01
BRISTOL MYERS SQUIBB CO	COM	110122108	10770	341250	SH	DEFINED	01
BROADCOM CORP	COM	111320107	2106	72000	SH	DEFINED	01
BURLINGTON NORTHN SANTA FE	COM	12189T104	4981	58500	SH	DEFINED	01
BUTTERFIELD FD MGR THAI EURO	COM	335020905	4812	180000	SH	DEFINED	01
CA INC	COM	12673P105	1937	75000	SH	DEFINED	01
CAPITAL ONE FINL CORP	COM	14040H105	5648	72000	SH	DEFINED	01
CARDINAL HEALTH INC	COM	14149Y108	5263	74500	SH	DEFINED	01
CARNIVAL CORP	COM	143658300	3292	67500	SH	DEFINED	01
CATERPILLAR INC	COM	149123101	9631	123000	SH	DEFINED	01
CB RICHARD ELLIS GROUP INC	COM	12497T101	1424	39000	SH	DEFINED	01
CBS CORP CLASS B	COM	124857202	4748	142500	SH	DEFINED	01
CELGENE CORP	COM	151020104	3698	64500	SH	DEFINED	01
CEMEX S.A.B DE C.C ADR	ADR	151290889	9607	260346	SH	DEFINED	01

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CENTENNIAL COMMUNICATIONS CORP	COM	15133V208	184	19367	SH	SOLE	
CENTERPOINT ENERGY INC	COM	15189T107	1462	84000	SH	DEFINED	01
CENTEX CORP	COM	152312104	1233	30750	SH	DEFINED	01
CHESAPEAKE ENERGY CORP	COM	165167107	2595	75000	SH	DEFINED	01
CHEVRON CORP	COM	166764100	29872	354604	SH	DEFINED	01
CHICAGO MERCANTILE EXCHANGE	COM	167760107	3153	5900	SH	DEFINED	01
CHUBB CORP	COM	171232101	3248	60000	SH	DEFINED	01
CIGNA CORP	COM	125509109	2820	54000	SH	DEFINED	01
CINTAS CORP	COM	172908105	858	21750	SH	DEFINED	01
CISCO SYS INC	COM	17275R102	28407	1020000	SH	DEFINED	01
CITADEL BROADCASTING CORP	COM	17285T106	323	50067	SH	DEFINED	01
CITIGROUP INC	COM	172967101	40776	795000	SH	DEFINED	01
CITIZENS COMMUNICATIONS CO	COM	17453B101	1214	79500	SH	DEFINED	01
CITRIX SYS INC	COM	177376100	1010	30000	SH	DEFINED	01
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	3829	101250	SH	DEFINED	01
COACH INC	COM	189754104	3377	71250	SH	DEFINED	01
COCA COLA CO	COM	191216100	19616	375000	SH	DEFINED	01
COCA COLA ENTERPRISES INC	COM	191219104	1278	53250	SH	DEFINED	01
COGNIZANT TECHNOLOGY SOLUTIONS	COM	192446102	1690	22500	SH	DEFINED	01
COLGATE PALMOLIVE CO	COM	194162103	6907	106500	SH	DEFINED	01
COMCAST CORP NEW	COM	20030N101	15185	540000	SH	DEFINED	01
COMERICA INC	COM	200340107	1561	26250	SH	DEFINED	01
COMMERCE BANCORP INC N J	COM	200519106	1387	37500	SH	DEFINED	01
COMMVAULT SYSTEMS INC	COM	204166102	572	33107	SH	SOLE	
COMPANHIA DE BEBIDAS DAS AMERS	ADR	20441W203	910	13000	SH	DEFINED	01
COMPANHIA SIDERURGICA NATL	ADR	20440W105	564	10900	SH	DEFINED	01
COMPANHIA VALE DO RIO DOCE	ADR	204412209	4455	100000	SH	DEFINED	01
COMPUTER SCIENCES CORP	COM	205363104	1775	30000	SH	DEFINED	01
CONAGRA INC	COM	205887102	3008	112000	SH	DEFINED	01
CONOCOPHILLIPS	COM	20825C104	19622	249963	SH	DEFINED	01
CONSTELLATION ENERGY GROUP INC	COM	210371100	3574	41000	SH	DEFINED	01
CORNING INC	COM	219350105	6324	247500	SH	DEFINED	01
COSTCO WHSL CORP NEW	COM	22160K105	3950	67500	SH	DEFINED	01
COUNTRYWIDE FINL CORP	COM	222372104	3653	100500	SH	DEFINED	01
COVENTRY HEALTH CARE INC	COM	222862104	2594	45000	SH	DEFINED	01
CSX CORP	COM	126408103	3246	72000	SH	DEFINED	01
CUMMINS INC	COM	231021106	1822	18000	SH	DEFINED	01
CVS CAREMARK CORP	COM	126650100	9943	272775	SH	DEFINED	01
D R HORTON INC	COM	23331A109	1106	55500	SH	DEFINED	01
DANAHER CORP	COM	235851102	3586	47500	SH	DEFINED	01
DEERE + CO	COM	244199105	4528	37500	SH	DEFINED	01
DELL INC	COM	24702R101	9336	327000	SH	DEFINED	01
DENISON MINES CORP	COM	248356107	361	30240	SH	DEFINED	01
DEVON ENERGY CORPORATION NEW	COM	25179M103	5461	69750	SH	DEFINED	01
DIRECTV GROUP INC	COM	25459L106	3467	150000	SH	DEFINED	01
DISNEY WALT CO	COM	254687106	11778	345000	SH	DEFINED	01
DOMINION RES INC VA NEW	COM	25746U109	4013	46500	SH	DEFINED	01
DONNELLEY R R + SONS CO	COM	257867101	1697	39000	SH	DEFINED	01
DOVER CORP	COM	260003108	1765	34500	SH	DEFINED	01
DOW CHEM CO	COM	260543103	7296	165000	SH	DEFINED	01
DTE ENERGY CO	COM	233331107	1447	30000	SH	DEFINED	01
DU PONT E I DE NEMOURS + CO	COM	263534109	8007	157500	SH	DEFINED	01
DUKE ENERGY HLDG CORP	COM	26441C105	3752	205000	SH	DEFINED	01
E TRADE FINL CORP	COM	269246104	1491	67500	SH	DEFINED	01
EASTMAN KODAK CO	COM	277461109	1252	45000	SH	DEFINED	01
EATON CORP	COM	278058102	2190	23550	SH	DEFINED	01
EBAY INC	COM	278642103	5985	186000	SH	DEFINED	01
ECOLAB INC	COM	278865100	2562	60000	SH	DEFINED	01
EDISON INTL	COM	281020107	3788	67500	SH	DEFINED	01
EL PASO CORP	COM	28336L109	2757	160000	SH	DEFINED	01
ELECTRONIC ARTS INC	COM	285512109	2887	61000	SH	DEFINED	01
ELECTRONIC DATA SYS CORP NEW	COM	285661104	2163	78000	SH	DEFINED	01

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EMBRAER EMPRESA BRASILEIRA DE	ADR	29081M102	482	10000	SH	DEFINED	01
EMC CORP	COM	268648102	6625	366000	SH	DEFINED	01
EMERSON ELEC CO	COM	291011104	7020	150000	SH	DEFINED	01
ENTERGY CORP NEW	COM	29364G103	3543	33000	SH	DEFINED	01
EOG RESOURCES INC	COM	26875P101	3397	46500	SH	DEFINED	01
EQUITY RESIDENTIAL	COM	29476L107	2122	46500	SH	DEFINED	01
EXELON CORP	COM	30161N101	8168	112500	SH	DEFINED	01
EXPRESS SCRIPTS INC	COM	302182100	2400	48000	SH	DEFINED	01
EXXON MOBIL CORP	COM	30231G102	79434	947000	SH	DEFINED	01
FEDERAL HOME LN MTG CORP	COM	313400301	7512	123750	SH	DEFINED	01
FEDERAL NATL MTG ASSN	COM	313586109	11024	168750	SH	DEFINED	01
FEDEX CORP	COM	31428X106	5410	48750	SH	DEFINED	01
FIFTH THIRD BANCORP	COM	316773100	3579	90000	SH	DEFINED	01
FIRST DATA CORP	COM	319963104	4655	142500	SH	DEFINED	01
FIRST HORIZON NATL CORP	COM	320517105	1258	32250	SH	DEFINED	01
FIRSTENERGY CORP	COM	337932107	3884	60000	SH	DEFINED	01
FISERV INC	COM	337738108	1619	28500	SH	DEFINED	01
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	729	67500	SH	DEFINED	01
FLUOR CORP NEW	COM	343412102	2506	22500	SH	DEFINED	01
FOMENTO ECONOMICO MEXICANO SAB	ADR	344419106	4376	111300	SH	DEFINED	01
FORD MTR CO DEL	COM	345370860	2402	255000	SH	DEFINED	01
FOREST LABS INC	COM	345838106	2431	53250	SH	DEFINED	01
FPL GROUP INC	COM	302571104	3830	67500	SH	DEFINED	01
FRANKLIN RES INC	COM	354613101	4968	37500	SH	DEFINED	01
FREEMPORT MCMORAN COPPER + GOLD	COM	35671D857	4439	53595	SH	DEFINED	01
GANNETT INC	COM	364730101	2061	37500	SH	DEFINED	01
GAP INC	COM	364760108	1633	85500	SH	DEFINED	01
GENENTECH INC	COM	368710406	1248	16500	SH	DEFINED	01
GENERAL DYNAMICS CORP	COM	369550108	5084	65000	SH	DEFINED	01
GENERAL ELEC CO	COM	369604103	64526	1685625	SH	DEFINED	01
GENERAL MLS INC	COM	370334104	3432	58750	SH	DEFINED	01
GENERAL MTRS CORP	COM	370442105	3260	86250	SH	DEFINED	01
GENUINE PARTS CO	COM	372460105	1637	33000	SH	DEFINED	01
GENWORTH FINL INC	COM	37247D106	2984	86750	SH	DEFINED	01
GENZYME CORP	COM	372917104	3140	48750	SH	DEFINED	01
GILEAD SCIENCES INC	COM	375558103	6203	160000	SH	DEFINED	01
GOLDMAN SACHS GROUP INC	COM	38141G104	16419	75750	SH	DEFINED	01
GOOGLE INC	COM	38259P508	19234	36750	SH	DEFINED	01
GRUPO TELEVISION SA DE CV	GDR	40049J206	4280	155000	SH	DEFINED	01
HALLIBURTON CO	COM	406216101	6282	182100	SH	DEFINED	01
HARLEY DAVIDSON INC	COM	412822108	2504	42000	SH	DEFINED	01
HARMAN INTL INDS INC NEW	COM	413086109	1314	11250	SH	DEFINED	01
HARRAHS ENTMT INC	COM	413619107	2430	28500	SH	DEFINED	01
HARTFORD FINANCIAL SVCS GRP	COM	416515104	5911	60000	SH	DEFINED	01
HASBRO INC	COM	418056107	942	30000	SH	DEFINED	01
HEINZ H J CO	COM	423074103	3204	67500	SH	DEFINED	01
HELLENIC TELECOMMUNICATIONS	ADR	423325307	432	27778	SH	DEFINED	01
HERSHEY CO / THE	COM	427866108	1443	28500	SH	DEFINED	01
HESS CORP	COM	42809H107	3479	59000	SH	DEFINED	01
HEWLETT PACKARD CO	COM	428236103	19878	445500	SH	DEFINED	01
HILTON HOTELS CORP	COM	432848109	2510	75000	SH	DEFINED	01
HOME DEPOT INC	COM	437076102	13104	333000	SH	DEFINED	01
HONEYWELL INTL INC	COM	438516106	7598	135000	SH	DEFINED	01
HOSPIRA INC	COM	441060100	966	24750	SH	DEFINED	01
HUMANA INC	COM	444859102	1553	25500	SH	DEFINED	01
IAC INTERACTIVECORP	COM	44919P300	1480	42750	SH	DEFINED	01
ILLINOIS TOOL WKS INC	COM	452308109	5040	93000	SH	DEFINED	01
IMS HEALTH INC	COM	449934108	1446	45000	SH	DEFINED	01
INGERSOLL RAND COMPANY LIMITED	COM	G4776G101	3454	63000	SH	DEFINED	01
INTEL CORP	COM	458140100	24948	1050000	SH	DEFINED	01
INTERCONTINENTAL EXCHANGE INC	COM	45865V100	276200	1868111	SH	SOLE	01
INTERNATIONAL BUSINESS MACHS	COM	459200101	25,576	243000	SH	DEFINED	01

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INTERNATIONAL GAME TECHNOLOGY	COM	459902102	2442	61500	SH	DEFINED	01
INTERNATIONAL PAPER CO	COM	460146103	3222	82500	SH	DEFINED	01
INTUIT	COM	461202103	1805	60000	SH	DEFINED	01
IONA TECHNOLOGIES PLC	ADR	46206P109	355	65000	SH	DEFINED	01
ISHARES TR	COM	464287564	16290	180000	SH	DEFINED	01
ITT CORP NEW	COM	450911102	2048	30000	SH	DEFINED	01
JABIL CIRCUIT INC	COM	466313103	894	40500	SH	DEFINED	01
JDS UNIPHASE CORP	COM	46612J507	453	33750	SH	DEFINED	01
JOHNSON + JOHNSON	COM	478160104	29578	480000	SH	DEFINED	01
JOHNSON CTLS INC	COM	478366107	4341	37500	SH	DEFINED	01
JPMORGAN CHASE + CO	COM	46625H100	28288	583850	SH	DEFINED	01
JUNIPER NETWORKS INC	COM	48203R104	2265	90000	SH	DEFINED	01
KB HOME	COM	48666K109	591	15000	SH	DEFINED	01
KELLOGG CO	COM	487836108	2020	39000	SH	DEFINED	01
KEYCORP NEW	COM	493267108	2317	67500	SH	DEFINED	01
KIMBERLY CLARK CORP	COM	494368103	4816	72000	SH	DEFINED	01
KLA TENCOR CORP	COM	482480100	1731	31500	SH	DEFINED	01
KOHL'S CORP	COM	500255104	4191	59000	SH	DEFINED	01
KRAFT FOODS INC	COM	50075N104	8690	246533	SH	DEFINED	01
KROGER CO	COM	501044101	3249	115500	SH	DEFINED	01
L 3 COMMUNICATIONS HLDG CORP	COM	502424104	2483	25500	SH	DEFINED	01
LEGG MASON INC	COM	524901105	2582	26250	SH	DEFINED	01
LEHMAN BROTHERS HLDGS INC	COM	524908100	6744	90500	SH	DEFINED	01
LEXMARK INTL INC	COM	529771107	814	16500	SH	DEFINED	01
LG PHILIPS LCD CO LTD	COM	50186V102	3960	175000	SH	DEFINED	01
LIBERTY MEDIA CORP NEW	COM	53071M302	883	7500	SH	DEFINED	01
LILLY ELI + CO	COM	532457108	8801	157500	SH	DEFINED	01
LIMITED BRANDS INC	COM	532716107	1922	70000	SH	DEFINED	01
LINCOLN NATL CORP IN	COM	534187109	4080	57500	SH	DEFINED	01
LINEAR TECHNOLOGY CORP	COM	535678106	1899	52500	SH	DEFINED	01
LOCKHEED MARTIN CORP	COM	539830109	4518	48000	SH	DEFINED	01
LOEWS CORP	COM	540424108	4015	78750	SH	DEFINED	01
LOTTE SHOPPING CO LTD	COM	54569T106	583	30000	SH	DEFINED	01
LOWES COS INC	COM	548661107	7872	256500	SH	DEFINED	01
LSI CORP	COM	502161102	507	67500	SH	DEFINED	01
M + T BK CORP	COM	55261F104	1363	12750	SH	DEFINED	01
MACYS INC	COM	55616P104	3342	84000	SH	DEFINED	01
MARATHON OIL CORP	COM	565849106	7645	127500	SH	DEFINED	01
MARRIOTT INTL INC NEW	COM	571903202	3211	74250	SH	DEFINED	01
MARSH + MCLENNAN COS INC	COM	571748102	3242	105000	SH	DEFINED	01
MARSHALL + ILSLEY CORP	COM	571834100	2858	60000	SH	DEFINED	01
MASCO CORP	COM	574599106	1922	67500	SH	DEFINED	01
MATTEL INC	COM	577081102	1517	60000	SH	DEFINED	01
MAXIM INTEGRATED PRODS INC	COM	57772K101	2005	60000	SH	DEFINED	01
MBIA INC	COM	55262C100	1975	31750	SH	DEFINED	01
MCCORMICK + CO INC	COM	579780206	859	22500	SH	DEFINED	01
MCDONALDS CORP	COM	580135101	11040	217500	SH	DEFINED	01
MCGRAW HILL COS INC	COM	580645109	4289	63000	SH	DEFINED	01
MCKESSON CORP	COM	58155Q103	3131	52500	SH	DEFINED	01
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	3861	49500	SH	DEFINED	01
MEDTRONIC INC	COM	585055106	10385	200250	SH	DEFINED	01
MELLON FINL CORP	COM	58551A108	2805	63750	SH	DEFINED	01
MEMC ELECTR MATLS INC	COM	552715104	2261	37000	SH	DEFINED	01
MERCK + CO INC	COM	589331107	18712	375750	SH	DEFINED	01
MERRILL LYNCH + CO INC	COM	590188108	13314	159300	SH	DEFINED	01
METLIFE INC	COM	59156R108	8253	128000	SH	DEFINED	01
MICRON TECHNOLOGY INC	COM	595112103	1447	115500	SH	DEFINED	01
MICROSOFT CORP	COM	594918104	41995	1425000	SH	DEFINED	01
MOLEX INC	COM	608554101	900	30000	SH	DEFINED	01
MONSANTO CO NEW	COM	61166W101	5876	87000	SH	DEFINED	01
MONSTER WORLDWIDE INC	COM	611742107	863	21000	SH	DEFINED	01
MOODYS CORP	COM	615369105	3048	49000	SH	DEFINED	01

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MORGAN STANLEY	COM	617446448	16860	201000	SH	DEFINED	01
MOTOROLA INC	COM	620076109	6903	390000	SH	DEFINED	01
NABORS INDUSTRIES LTD	COM	G6359F103	1502	45000	SH	DEFINED	01
NATIONAL CITY CORP	COM	635405103	2849	85500	SH	DEFINED	01
NATIONAL OILWELL VARCO INC	COM	637071101	3127	30000	SH	DEFINED	01
NATIONAL SEMICONDUCTOR CORP	COM	637640103	1548	54750	SH	DEFINED	01
NETWORK APPLIANCE INC	COM	64120L104	2000	68500	SH	DEFINED	01
NEWELL RUBBERMAID INC	COM	651229106	1324	45000	SH	DEFINED	01
NEWMONT MNG CORP	COM	651639106	3808	97500	SH	DEFINED	01
NEWS CORP	COM	65248E104	8843	385500	SH	DEFINED	01
NIKE INC	COM	654106103	4372	75000	SH	DEFINED	01
NOBLE CORPORATION	COM	G65422100	2633	27000	SH	DEFINED	01
NORDSTROM INC	COM	655664100	2109	41250	SH	DEFINED	01
NORFOLK SOUTHN CORP	COM	655844108	3548	67500	SH	DEFINED	01
NORTHERN TRUST CORP	COM	665859104	1879	29250	SH	DEFINED	01
NORTHROP GRUMMAN CORP	COM	666807102	4205	54000	SH	DEFINED	01
NOVELL INC	COM	670006105	421	54000	SH	DEFINED	01
NOVELLUS SYS INC	COM	670008101	553	19500	SH	DEFINED	01
NUCOR CORP	COM	670346105	3196	54500	SH	DEFINED	01
NVIDIA CORP	COM	67066G104	2541	61500	SH	DEFINED	01
OCCIDENTAL PETE CORP	COM	674599105	9550	165000	SH	DEFINED	01
OFFICE DEPOT INC	COM	676220106	1591	52500	SH	DEFINED	01
OMNICOM GROUP	COM	681919106	3667	69300	SH	DEFINED	01
ORACLE CORP	COM	68389X105	12713	645000	SH	DEFINED	01
ORBOTECH LTD	COM	M75253100	705	31590	SH	DEFINED	01
PACCAR INC	COM	693718108	3623	41625	SH	DEFINED	01
PARKER HANNIFIN CORP	COM	701094104	1909	19500	SH	DEFINED	01
PAYCHEX INC	COM	704326107	2494	63750	SH	DEFINED	01
PEABODY ENERGY CORP	COM	704549104	2359	48750	SH	DEFINED	01
PENNEY J C INC	COM	708160106	3366	46500	SH	DEFINED	01
PEPSI BOTTLING GROUP INC	COM	713409100	1263	37500	SH	DEFINED	01
PEPSICO INC	COM	713448108	17743	273600	SH	DEFINED	01
PETROLEO BRASILEIRO SA	ADR	71654V408	5457	45000	SH	DEFINED	01
PFIZER INC	COM	717081103	29802	1165500	SH	DEFINED	01
PG+E CORP	COM	69331C108	2514	55500	SH	DEFINED	01
PHOENIX COMPANIES	COM	71902E109	1528	101817	SH	SOLE	01
PITNEY BOWES INC	COM	724479100	1756	37500	SH	DEFINED	01
PNC FINL SVCS GROUP INC	COM	693475105	4903	68500	SH	DEFINED	01
PPG INDS INC	COM	693506107	2283	30000	SH	DEFINED	01
PPL CORP	COM	69351T106	2807	60000	SH	DEFINED	01
PRAXAIR INC	COM	74005P104	4049	56250	SH	DEFINED	01
PRINCIPAL FINANCIAL GROUP	COM	74251V102	3191	54750	SH	DEFINED	01
PROCTER AND GAMBLE CO	COM	742718109	32308	528000	SH	DEFINED	01
PROGRESS ENERGY INC	COM	743263105	2188	48000	SH	DEFINED	01
PROGRESSIVE CORP OHIO	COM	743315103	2872	120000	SH	DEFINED	01
PRUDENTIAL FINL INC	COM	744320102	7389	76000	SH	DEFINED	01
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	3292	37500	SH	DEFINED	01
PULTE HOMES INC	COM	745867101	876	39000	SH	DEFINED	01
QLOGIC CORP	COM	747277101	749	45000	SH	DEFINED	01
QUALCOMM INC	COM	747525103	11064	255000	SH	DEFINED	01
QUEST DIAGNOSTICS INC	COM	74834L100	1627	31500	SH	DEFINED	01
QUESTAR CORP	COM	748356102	1427	27000	SH	DEFINED	01
QWEST COMMUNICATIONS INTL INC	COM	749121109	2648	273000	SH	DEFINED	01
RAYTHEON CO	COM	755111507	4581	85000	SH	DEFINED	01
ROBERT HALF INTL INC	COM	770323103	1040	28500	SH	DEFINED	01
ROCKWELL AUTOMATION INC	COM	773903109	2083	30000	SH	DEFINED	01
ROCKWELL COLLINS INC	COM	774341101	1907	27000	SH	DEFINED	01
ROHM + HAAS CO	COM	775371107	1968	36000	SH	DEFINED	01
SAFECO CORP	COM	786429100	1214	19500	SH	DEFINED	01
SAFeway INC	COM	786514208	2807	82500	SH	DEFINED	01
SANDISK CORP	COM	80004C101	1542	31500	SH	DEFINED	01
SARA LEE CORP	COM	803111103	2480	142500	SH	DEFINED	01

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SCHERING PLOUGH CORP	COM	806605101	7427	244000	SH	DEFINED	01
SCHLUMBERGER LTD	COM	806857108	16181	190500	SH	DEFINED	01
SCHWAB CHARLES CORP	COM	808513105	3971	193500	SH	DEFINED	01
SEACOR HLDGS INC	COM	811904101	288	3084	SH	SOLE	
SEARS HLDGS CORP	COM	812350106	2545	15015	SH	DEFINED	01
SEMPRA ENERGY	COM	816851109	2665	45000	SH	DEFINED	01
SIGMA ALDRICH	COM	826552101	1024	24000	SH	DEFINED	01
SIMON PPTY GROUP INC NEW	COM	828806109	3675	39500	SH	DEFINED	01
SK TELECOM LTD	COM	78440P108	3419	125000	SH	DEFINED	01
SLM CORP	COM	78442P106	3800	66000	SH	DEFINED	01
SMITH INTL INC	COM	832110100	1935	33000	SH	DEFINED	01
SOHU COM INC	COM	83408W103	15995	500000	SH	DEFINED	01
SOUTHERN CO	COM	842587107	4526	132000	SH	DEFINED	01
SOUTHWEST AIRLS CO	COM	844741108	2013	135000	SH	DEFINED	01
SPECTRA ENERGY CORP	COM	847560109	2628	101250	SH	DEFINED	01
SPRINT NEXTEL CORP	COM	852061100	9630	465000	SH	DEFINED	01
ST JUDE MED INC	COM	790849103	3205	77250	SH	DEFINED	01
STANLEY WORKS	COM	854616109	819	13500	SH	DEFINED	01
STAPLES INC	COM	855030102	3453	145500	SH	DEFINED	01
STARBUCKS CORP	COM	855244109	3385	129000	SH	DEFINED	01
STARWOOD HOTELS + RESORTS INC	COM	85590A401	2918	43500	SH	DEFINED	01
STATE STREET CORPORATION	COM	857477103	4378	64000	SH	DEFINED	01
STRYKER CORP	COM	863667101	2934	46500	SH	DEFINED	01
SUN MICROSYSTEMS INC	COM	866810104	2840	540000	SH	DEFINED	01
SUNTRUST BKS INC	COM	867914103	5466	63750	SH	DEFINED	01
SUPERVALU INC	COM	868536103	1737	37500	SH	DEFINED	01
SYMANTEC CORP	COM	871503108	3030	150000	SH	DEFINED	01
SYNOVUS FINL CORP	COM	87161C105	2118	69000	SH	DEFINED	01
SYSCO CORP	COM	871829107	2722	82500	SH	DEFINED	01
TAIWAN GTR CHINA FD	COM	874037104	701	100855	SH	DEFINED	01
TARGET CORP	COM	87612E106	9063	142500	SH	DEFINED	01
TCF FINANCIAL CORP	COM	872275102	417	15000	SH	DEFINED	01
TELE NORTE LESTE PARTICIPACOES	ADR	879246106	294	15500	SH	DEFINED	01
TELEFONOS DE MEXICO S A	ADR	879403780	4395	116000	SH	DEFINED	01
TELEFONOS DE MEXICO S A	ADR	879403707	3586	95000	SH	DEFINED	01
TELLABS INC	COM	879664100	968	90000	SH	DEFINED	01
TEMPLE INLAND INC	COM	879868107	1108	18000	SH	DEFINED	01
TENET HEALTHCARE CORP	COM	88033G100	488	75000	SH	DEFINED	01
TERADYNE INC	COM	880770102	554	31500	SH	DEFINED	01
TEXAS INSTRS INC	COM	882508104	9313	247500	SH	DEFINED	01
TEXTRON INC	COM	883203101	3221	29250	SH	DEFINED	01
THERMO FISHER SCIENTIFIC INC	COM	883556102	3801	73500	SH	DEFINED	01
TIFFANY + CO NEW	COM	886547108	1194	22500	SH	DEFINED	01
TIME WARNER INC NEW	COM	887317105	13939	662500	SH	DEFINED	01
TJX COS INC NEW	COM	872540109	2186	79500	SH	DEFINED	01
TRANSOCEAN INC	COM	G90078109	7551	71250	SH	DEFINED	01
TRAVELERS COS INC	COM	89417E109	6019	112500	SH	DEFINED	01
TRIBUNE CO NEW	COM	896047107	1014	34500	SH	DEFINED	01
TXU CORP	COM	873168108	5855	87000	SH	DEFINED	01
TYCO INTL LTD	COM	902124106	10593	313500	SH	DEFINED	01
UNION PAC CORP	COM	907818108	4664	40500	SH	DEFINED	01
UNITED PARCEL SVC INC	COM	911312106	12593	172500	SH	DEFINED	01
UNITED STS STL CORP NEW	COM	912909108	1305	12000	SH	DEFINED	01
UNITED TECHNOLOGIES CORP	COM	913017109	12448	175500	SH	DEFINED	01
UNITEDHEALTH GROUP INC	COM	91324P102	11251	220000	SH	DEFINED	01
UNUM GROUP	COM	91529Y106	1735	66450	SH	DEFINED	01
US BANCORP DEL	COM	902973304	9415	285750	SH	DEFINED	01
UST INC	COM	902911106	806	15000	SH	DEFINED	01
VALERO ENERGY CORP	COM	91913Y100	7755	105000	SH	DEFINED	01
VERISIGN INC	COM	92343E102	1237	39000	SH	DEFINED	01
VERIZON COMMUNICATIONS	COM	92343V104	18774	456000	SH	DEFINED	01
VIACOM INC NEW	COM	92553P201	4839	116250	SH	DEFINED	01



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VULCAN MATLS CO	COM	929160109	1718	15000	SH	DEFINED	01
WACHOVIA CORP 2ND NEW	COM	929903102	16290	317851	SH	DEFINED	01
WAL MART STORES INC	COM	931142103	19557	406500	SH	DEFINED	01
WALGREEN CO	COM	931422109	6923	159000	SH	DEFINED	01
WASHINGTON MUT INC	COM	939322103	6396	150000	SH	DEFINED	01
WASTE MGMT INC DEL	COM	94106L109	3397	87000	SH	DEFINED	01
WEATHERFORD INTERNATIONAL LTD	COM	G95089101	3107	56250	SH	DEFINED	01
WELLPOINT INC	COM	94973V107	9460	118500	SH	DEFINED	01
WELLS FARGO + CO NEW	COM	949746101	19871	565000	SH	DEFINED	01
WENDYS INTL INC	COM	950590109	689	18750	SH	DEFINED	01
WESTERN UN CO	COM	959802109	2968	142500	SH	DEFINED	01
WEYERHAEUSER CO	COM	962166104	3019	38250	SH	DEFINED	01
WHIRLPOOL CORP	COM	963320106	1334	12000	SH	DEFINED	01
WHOLE FOODS MKT INC	COM	966837106	919	24000	SH	DEFINED	01
WILLIAMS COS INC	COM	969457100	2846	90000	SH	DEFINED	01
WINDSTREAM CORP	COM	97381W104	1042	70564	SH	DEFINED	01
WRIGLEY WM JR CO	COM	982526105	2461	44500	SH	DEFINED	01
WYETH	COM	983024100	12930	225500	SH	DEFINED	01
WYNDHAM WORLDWIDE CORP	COM	98310W108	1305	36000	SH	DEFINED	01
XCEL ENERGY INC	COM	98389B100	1228	60000	SH	DEFINED	01
XEROX CORP	COM	984121103	2661	144000	SH	DEFINED	01
XILINX INC	COM	983919101	1426	53250	SH	DEFINED	01
XL CAPITAL LTD	COM	G98255105	2529	30000	SH	DEFINED	01
XTO ENERGY INC	COM	98385X106	3603	59949	SH	DEFINED	01
YAHOO INC	COM	984332106	5636	207750	SH	DEFINED	01
YUM BRANDS INC	COM	988498101	2847	87000	SH	DEFINED	01
ZIMMER HOLDINGS INC	COM	98956P102	3311	39000	SH	DEFINED	01
ZIONS BANCORP	COM	989701107	1942	25250	SH	DEFINED	01

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