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BP PLC
Form 13F-HR
May 09, 2013

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, 2013

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 3, 2013

[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: 150

 Form 13F Information Table Value Total: \$ 1,509,861

 (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, 2013

ISSUER	TITLE OF CLASS	CUSIP	MARKET VALUE (USD 000)	SHARES /PRN AMT	SH/ PRN	INVESTMENT DISCRETION	MA
3M CO	COM	88579Y101	10,200	96,000SH	DEFINED	01	
ABBOTT LABORATORIES	COM	002824100	9,175	260,000SH	DEFINED	01	
ABBVIE INC	COM	00287Y109	10,587	260,000SH	DEFINED	01	
AFLAC INC	COM	001055102	3,121	60,000SH	DEFINED	01	
AGILENT TECHNOLOGIES INC	COM	00846U101	7,551	180,000SH	DEFINED	01	
ALTERA CORP	COM	021441100	3,546	100,000SH	DEFINED	01	
ALTRIA GROUP INC	COM	02209S103	13,229	385,000SH	DEFINED	01	
AMAZON.COM INC	COM	023135106	9,857	37,000SH	DEFINED	01	
AMERICA MOVIL ADR SERIES	ADR	02364W204	12,534	600,000SH	DEFINED	01	
AMERICA MOVIL ADR SERIES	ADR	02364W105	4,239	202,448SH	DEFINED	01	
AMERICAN EXPRESS CO	COM	025816109	13,825	205,000SH	DEFINED	01	
AMERICAN INTERNATIONAL GR	COM	026874784	9,891	255,000SH	DEFINED	01	
AMERIPRISE FINANCIAL INC	COM	03076C106	3,683	50,000SH	DEFINED	01	
AMERISOURCEBERGEN CORP	COM	03073E105	9,257	180,000SH	DEFINED	01	
AMGEN INC	COM	031162100	13,838	135,000SH	DEFINED	01	
ANADARKO PETROLEUM CORP	COM	032511107	4,369	50,000SH	DEFINED	01	
ANALOG DEVICES INC	COM	032654105	7,437	160,000SH	DEFINED	01	

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APACHE CORP	COM	037411105	3,858	50,000SH	DEFINED	01
APPLE INC	COM	037833100	36,720	83,000SH	DEFINED	01
APPLIED MATERIALS INC	COM	038222105	6,062	450,000SH	DEFINED	01
AT+T INC	COM	00206R102	22,020	600,000SH	DEFINED	01
BAIDU INC SPON ADR	ADR	056752108	4,385	50,000SH	DEFINED	01
BAKER HUGHES INC	COM	057224107	10,206	220,000SH	DEFINED	01
BANCO BRADESCO ADR	ADR	059460303	2,377	139,755SH	DEFINED	01
BANK OF AMERICA CORP	COM	060505104	16,734	1,375,000SH	DEFINED	01
BANK OF NEW YORK MELLON C	COM	064058100	13,155	470,000SH	DEFINED	01
BB+T CORP	COM	054937107	5,645	180,000SH	DEFINED	01
BERKSHIRE HATHAWAY INC CL	COM	084670702	23,932	230,000SH	DEFINED	01
BOEING CO/THE	COM	097023105	6,865	80,000SH	DEFINED	01
BRISTOL MYERS SQUIBB CO	COM	110122108	7,411	180,000SH	DEFINED	01
CARDINAL HEALTH INC	COM	14149Y108	12,483	300,000SH	DEFINED	01
CARNIVAL CORP	COM	143658300	5,142	150,000SH	DEFINED	01
CEMEX SAB SPONS ADR PART	ADR	151290889	3,854	315,612SH	DEFINED	01
CHEVRON CORP	COM	166764100	29,693	250,000SH	DEFINED	01
CIA SIDERURGICA NAACL SP A	ADR	20440W105	292	65,400SH	DEFINED	01
CISCO SYSTEMS INC	COM	17275R102	12,534	600,000SH	DEFINED	01
CITIGROUP INC	COM	172967424	13,272	300,000SH	DEFINED	01
CME GROUP INC	COM	12572Q105	2,456	40,000SH	SOLE	
COCA COLA CO/THE	COM	191216100	16,168	400,000SH	DEFINED	01
COMCAST CORP CLASS A	COM	20030N101	8,400	200,000SH	DEFINED	01
COMPANHIA DE BEBIDAS PRF	ADR	20441W203	2,751	65,000SH	DEFINED	01
CONOCOPHILLIPS	COM	20825C104	15,018	250,000SH	DEFINED	01
CORNING INC	COM	219350105	7,986	600,000SH	DEFINED	01
COSTCO WHOLESALE CORP	COM	22160K105	5,092	48,000SH	DEFINED	01
COVIDIEN PLC	COM	G2554F113	11,872	175,000SH	DEFINED	01
CSX CORP	COM	126408103	11,079	450,000SH	DEFINED	01
CVS CAREMARK CORP	COM	126650100	8,246	150,000SH	DEFINED	01
DEERE + CO	COM	244199105	10,316	120,000SH	DEFINED	01
DOW CHEMICAL CO/THE	COM	260543103	4,806	151,000SH	DEFINED	01
DU PONT (E.I.) DE NEMOURS	COM	263534109	10,811	220,000SH	DEFINED	01
DUKE ENERGY CORP	COM	26441C204	10,887	150,000SH	DEFINED	01
EBAY INC	COM	278642103	4,879	90,000SH	DEFINED	01
ELI LILLY + CO	COM	532457108	9,937	175,000SH	DEFINED	01
EMBRAER SA ADR	ADR	29082A107	357	10,000SH	DEFINED	01
EMC CORP/MA	COM	268648102	8,836	370,000SH	DEFINED	01
EXELON CORP	COM	30161N101	6,898	200,000SH	DEFINED	01
EXXON MOBIL CORP	COM	30231G102	42,300	470,000SH	DEFINED	01
FEDEX CORP	COM	31428X106	7,364	75,000SH	DEFINED	01
FOMENTO ECONOMICO MEX SP	ADR	344419106	12,629	111,300SH	DEFINED	01
FORD MOTOR CO	COM	345370860	16,097	1,225,000SH	DEFINED	01
FREEMPORT MCMORAN COPPER	COM	35671D857	3,310	100,000SH	DEFINED	01
GENERAL ELECTRIC CO	COM	369604103	33,495	1,450,000SH	DEFINED	01
GILEAD SCIENCES INC	COM	375558103	8,318	170,000SH	DEFINED	01
GOLDMAN SACHS GROUP INC	COM	38141G104	5,886	40,000SH	DEFINED	01
GOOGLE INC CL A	COM	38259P508	15,866	20,000SH	DEFINED	01
GRUPO TELEVISIA SA SPON AD	ADR	40049J206	4,126	155,000SH	DEFINED	01
HALLIBURTON CO	COM	406216101	14,144	350,000SH	DEFINED	01
HARTFORD FINANCIAL SVCS G	COM	416515104	6,443	250,000SH	DEFINED	01
HEWLETT PACKARD CO	COM	428236103	4,768	200,000SH	DEFINED	01
HILLSHIRE BRANDS CO	COM	432589109	2,108	60,000SH	DEFINED	01
HOME DEPOT INC	COM	437076102	8,374	120,000SH	DEFINED	01
HONEYWELL INTERNATIONAL I	COM	438516106	10,541	140,000SH	DEFINED	01
INTEL CORP	COM	458140100	16,809	770,000SH	DEFINED	01
INTL BUSINESS MACHINES CO	COM	459200101	22,390	105,000SH	DEFINED	01
ITAU UNIBANCO HLDNG PREF	ADR	465562106	1,223	68,750SH	DEFINED	01
JDS UNIPHASE CORP	COM	46612J507	2,672	200,000SH	DEFINED	01
JOHNSON + JOHNSON	COM	478160104	33,403	410,000SH	DEFINED	01
JOY GLOBAL INC	COM	481165108	5,353	90,000SH	DEFINED	01
JPMORGAN CHASE + CO	COM	46625H100	18,972	400,000SH	DEFINED	01

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KELLOGG CO	COM	487836108	9,663	150,000SH	DEFINED	01
KEYCORP	COM	493267108	3,976	400,000SH	DEFINED	01
KINDER MORGAN INC	COM	49456B119	985	192,000SH	DEFINED	01
LG DISPLAY CO LTD ADR	ADR	50186V102	2,552	175,000SH	DEFINED	01
MARRIOTT INTERNATIONAL C	COM	571903202	4,856	115,000SH	DEFINED	01
MASTERCARD INC CLASS A	COM	57636Q104	3,245	6,000SH	DEFINED	01
MCDONALD S CORP	COM	580135101	22,428	225,000SH	DEFINED	01
MEDTRONIC INC	COM	585055106	7,038	150,000SH	DEFINED	01
MELCO CROWN ENTERTAINME A	ADR	585464100	16,338	700,000SH	DEFINED	01
MERCK + CO. INC.	COM	58933Y105	22,100	500,000SH	DEFINED	01
METLIFE INC	COM	59156R108	6,840	180,000SH	DEFINED	01
MICRON TECHNOLOGY INC	COM	595112103	6,979	700,000SH	DEFINED	01
MICROSOFT CORP	COM	594918104	23,452	820,000SH	DEFINED	01
MILLENNIAL MEDIA INC USD0	COM	60040N105	278	43,858SH	SOLE	
MONSANTO CO	COM	61166W101	9,504	90,000SH	DEFINED	01
MORGAN STANLEY	COM	617446448	4,176	190,000SH	DEFINED	01
MOSAIC CO/THE	COM	61945C103	7,747	130,000SH	DEFINED	01
NABORS INDUSTRIES LTD	COM	G6359F103	8,910	550,000SH	DEFINED	01
NASDAQ OMX GROUP/THE	COM	631103108	6,135	190,000SH	DEFINED	01
NATIONAL OILWELL VARCO IN	COM	637071101	4,952	70,000SH	DEFINED	01
NEW ORIENTAL EDUCATIO SP	ADR	647581107	5,181	288,000SH	DEFINED	01
NEWS CORP CL A	COM	65248E104	6,100	200,000SH	DEFINED	01
NORFOLK SOUTHERN CORP	COM	655844108	8,863	115,000SH	DEFINED	01
NORTHERN TRUST CORP	COM	665859104	11,183	205,000SH	DEFINED	01
OCCIDENTAL PETROLEUM CORP	COM	674599105	7,836	100,000SH	DEFINED	01
OI SA ADR	ADR	670851203	839	276,066SH	DEFINED	01
OI SA ADR	ADR	670851104	91	26,930SH	DEFINED	01
ORACLE CORP	COM	68389X105	12,928	400,000SH	DEFINED	01
PEABODY ENERGY CORP	COM	704549104	6,553	310,000SH	DEFINED	01
PEPSICO INC	COM	713448108	11,865	150,000SH	DEFINED	01
PETROLEO BRASILEIRO S.A.	ADR	71654V408	1,491	90,000SH	DEFINED	01
PETROLEO BRASILEIRO SPON	ADR	71654V101	2,723	150,127SH	DEFINED	01
PFIZER INC	COM	717081103	34,608	1,200,000SH	DEFINED	01
PHILIP MORRIS INTERNATION	COM	718172109	16,690	180,000SH	DEFINED	01
PLUM CREEK TIMBER CO	COM	729251108	11,482	220,000SH	DEFINED	01
PNC FINANCIAL SERVICES GR	COM	693475105	11,632	175,000SH	DEFINED	01
PPL CORPORATION	COM	69351T106	9,384	300,000SH	DEFINED	01
PRAXAIR INC	COM	74005P104	13,944	125,000SH	DEFINED	01
PRICELINE.COM INC	COM	741503403	7,566	11,000SH	DEFINED	01
PRINCIPAL FINANCIAL GROUP	COM	74251V102	10,203	300,000SH	DEFINED	01
PROCTER + GAMBLE CO/THE	COM	742718109	24,255	315,000SH	DEFINED	01
PUBLIC SERVICE ENTERPRISE	COM	744573106	8,065	235,000SH	DEFINED	01
QUALCOMM INC	COM	747525103	15,059	225,000SH	DEFINED	01
RAYONIER INC	COM	754907103	10,139	170,000SH	DEFINED	01
SCHLUMBERGER LTD	COM	806857108	11,225	150,000SH	DEFINED	01
SCHWAB (CHARLES) CORP	COM	808513105	4,423	250,000SH	DEFINED	01
SEAGATE TECHNOLOGY	COM	G7945M107	3,654	100,000SH	DEFINED	01
SEALED AIR CORP	COM	81211K100	4,818	200,000SH	DEFINED	01
SINA CORP	COM	G81477104	4,128	85,000SH	DEFINED	01
SOUTHERN CO/THE	COM	842587107	11,256	240,000SH	DEFINED	01
STANLEY BLACK + DECKER IN	COM	854502101	8,091	100,000SH	DEFINED	01
SYSCO CORP	COM	871829107	8,793	250,000SH	DEFINED	01
TIME WARNER INC	COM	887317303	7,492	130,000SH	DEFINED	01
TYCO INTERNATIONAL LTD	COM	H89128104	1,919	60,000SH	DEFINED	01
UNITED PARCEL SERVICE CL	COM	911312106	17,589	205,000SH	DEFINED	01
UNITED TECHNOLOGIES CORP	COM	913017109	19,618	210,000SH	DEFINED	01
UNITEDHEALTH GROUP INC	COM	91324P102	12,006	210,000SH	DEFINED	01
UNUM GROUP	COM	91529Y106	7,058	250,000SH	DEFINED	01
US BANCORP	COM	902973304	6,780	200,000SH	DEFINED	01
VALE SA SP ADR	ADR	91912E105	3,863	223,407SH	DEFINED	01
VERIZON COMMUNICATIONS IN	COM	92343V104	13,252	270,000SH	DEFINED	01
VIACOM INC CLASS B	COM	92553P201	9,236	150,000SH	DEFINED	01

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VISA INC CLASS A SHARES	COM	92826C839	8,488	50,000SH	DEFINED	01
WAL MART STORES INC	COM	931142103	13,457	180,000SH	DEFINED	01
WALGREEN CO	COM	931422109	10,483	220,000SH	DEFINED	01
WALT DISNEY CO/THE	COM	254687106	11,352	200,000SH	DEFINED	01
WELLPOINT INC	COM	94973V107	8,271	125,000SH	DEFINED	01
WELLS FARGO + CO	COM	949746101	21,437	580,000SH	DEFINED	01
WEYERHAEUSER CO	COM	962166104	9,411	300,000SH	DEFINED	01
WISCONSIN ENERGY CORP	COM	976657106	9,858	230,000SH	DEFINED	01
YAHOO INC	COM	984332106	4,704	200,000SH	DEFINED	01
			1,509,861			