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BP PLC  
Form 13F-HR  
August 01, 2005

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, 2005

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                      28th July 2005  
-----  
[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  
 -----  
 Form 13F Information Table Entry Total: 378  
 -----  
 Form 13F Information Table Value Total: \$ 1,190,591  
 -----  
 (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, 2005

ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES /PRN AMT	SH/PRN	INVESTMENT DISCRETION
3M	COM	88579Y101	6566	80000	SH	DEFINED
ABBOTT LABORATORIES	COM	002824100	8164	175000	SH	DEFINED
ACE LTD	COM	G0070K103	1283	36500	SH	DEFINED
ADOBE SYS	COM	00724F101	1882	60000	SH	DEFINED
AES CORP	COM	00130H105	820	76000	SH	DEFINED
AETNA	COM	00817Y108	2246	36000	SH	DEFINED
AFFILIATED COMPUTER SERVICES	COM	008190100	843	14000	SH	DEFINED
AFLAC	COM	001055102	2092	52500	SH	DEFINED
AGILENT TECHNOLOGIES	COM	00846U101	1205	60000	SH	DEFINED
AIR PRODUCTS & CHEMS	COM	009158106	1449	30000	SH	DEFINED
ALBERTSONS	COM	013104104	836	35000	SH	DEFINED
ALCOA	COM	013817101	2765	88000	SH	DEFINED
ALLEGHENY ENERGY	COM	017361106	788	40000	SH	DEFINED
ALLEGHENY TECHNOLOGIES	COM	01741R102	217	10000	SH	DEFINED
ALLOS THERAPEUTICS COM STK	COM	019777101	96	44172	SH	SOLE
ALLSTATE	COM	020002101	4396	80000	SH	DEFINED
ALLTEL	COM	020039103	1939	33000	SH	DEFINED

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ALTERA	COM	021441100	828	50000	SH	DEFINED
ALTRIA	COM	02209S103	13137	215000	SH	DEFINED
AMBAC FINANCIAL GRP	COM	023139108	821	11500	SH	DEFINED
AMER ELEC POWER	COM	025537101	1374	40000	SH	DEFINED
AMEREN	COM	023608102	1003	20000	SH	DEFINED
AMERICA MOVIL A ADR	ADR	02364W204	5222	100000	SH	DEFINED
AMERICA MOVIL L ADR	ADR	02364W105	3298	54000	SH	DEFINED
AMERICAN EXPRESS	COM	025816109	9019	160000	SH	DEFINED
AMERICAN INTL GROUP	COM	026874107	17534	294000	SH	DEFINED
AMERICAN POWER CONVERSION	COM	029066107	428	20000	SH	DEFINED
AMGEN	COM	031162100	9719	151500	SH	DEFINED
AMSOUTH BANCORP	COM	032165102	907	35000	SH	DEFINED
ANADARKO PETROLEUM	COM	032511107	1620	25000	SH	DEFINED
ANALOG DEVICES	COM	032654105	1477	40000	SH	DEFINED
ANHEUSER BUSCH COM \$US1	COM	035229103	5323	80000	SH	DEFINED
APACHE	COM	037411105	2124	33000	SH	DEFINED
APPLE COMPUTER	COM	037833100	3220	89000	SH	DEFINED
APPLERA CORP-APPLIED BIOSYS	COM	038020103	418	20000	SH	DEFINED
APPLIED MATERIALS	COM	038222105	3129	172000	SH	DEFINED
APPOLLO	COM	037604105	1533	19000	SH	DEFINED
ARACRUZ CELLULOSA - ADR	ADR	038496204	377	10000	SH	DEFINED
AT & T COMCAST ' A '	COM	20030N101	6656	230000	SH	DEFINED
AT & T CORP	COM	001957505	1580	82909	SH	DEFINED
AUTO DATA PROCESS	COM	053015103	2705	61000	SH	DEFINED
AUTODESK	COM	052769106	949	25000	SH	DEFINED
AVAYA COM	COM	053499109	1032	70000	SH	DEFINED
AVON PRODUCTS	COM	054303102	1935	60000	SH	DEFINED
BAKBONE SOFTWARE	COM	057101107	119	87949	SH	SOLE
BAKER HUGHES	COM	057224107	2240	52500	SH	DEFINED
BANCO ITAU ADR	ADR	059602201	714	5500	SH	DEFINED
BANK OF AMERICA	COM	060505104	20441	435000	SH	DEFINED
BANK OF NEW YORK COM	COM	064057102	2674	80000	SH	DEFINED
BAXTER INTERNATIONAL	COM	071813109	2159	62500	SH	DEFINED
BB&T	COM	054937107	2103	50000	SH	DEFINED
BECTON DICKINSON	COM	075887109	1420	25000	SH	DEFINED
BED BATH & BEYOND	COM	075896100	1593	30000	SH	DEFINED
BELLSOUTH	COM	079860102	5141	195000	SH	DEFINED
BEST BUY	COM	086516101	2822	45000	SH	DEFINED
BIOGEN IDEC PHARMACEUTICAL	COM	09062X103	2498	34000	SH	DEFINED
BLACK & DECKER COM	COM	091797100	1987	15000	SH	DEFINED
BLACKBAUD INC COM STK	COM	09227Q100	189	13985	SH	SOLE
BMC SOFTWARE	COM	055921100	428	23000	SH	DEFINED
BOEING	COM	097023105	4297	86000	SH	DEFINED
BOSTON SCIENTIFIC	COM	101137107	3306	100000	SH	DEFINED
BRADESCO - ADR	ADR	059460303	338	24500	SH	DEFINED
BRAZIL TELECOM ADR	ADR	105530109	477	12500	SH	DEFINED
BRISTOL MYERS SQUIBB	COM	110122108	5124	200000	SH	DEFINED
BROADCOM CL A	COM	111320107	1033	32000	SH	DEFINED
BURLINGTON NTH SANTA	COM	12189T104	2886	39000	SH	DEFINED
BURLINGTON RESOURCES	COM	122014103	2610	40000	SH	DEFINED
BUTTERFIELD FD MGR THAI EURO	COM	335020905	1227	67500	SH	DEFINED
CALPINE	COM	131347106	158	40000	SH	DEFINED
CAPITAL ONE	COM	14040H105	2189	34000	SH	DEFINED
CARDINAL HEALTH	COM	14149Y108	2617	45000	SH	DEFINED
CAREMARK	COM	141705103	1774	45000	SH	DEFINED
CARNIVAL CORP	COM	143658300	3746	65000	SH	DEFINED
CARSO GLB TEL ADR (2 ORD)	ADR	14574P101	570	160000	SH	DEFINED
CATERPILLAR	COM	149123101	3364	34500	SH	DEFINED
CEMEX ADR PART CER(5 CPO)	ADR	151290889	4735	135086	SH	DEFINED
CEMIG ADR	ADR	204409601	491	10000	SH	DEFINED
CENDANT	COM	151313103	2782	109000	SH	DEFINED
CENTERPOINT ENERGY	COM	15189T107	859	76000	SH	DEFINED

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CHEVRON CORPORATION	COM	166764100	11552	220000	SH	DEFINED
CHIRON	COM	170040109	800	15000	SH	DEFINED
CHUBB	COM	171232101	1538	20000	SH	DEFINED
CIENA	COM	171779101	167	50000	SH	DEFINED
CIGNA	COM	125509109	2202	27000	SH	DEFINED
CINERGY	COM	172474108	916	22000	SH	DEFINED
CINTAS	COM	172908105	702	21000	SH	DEFINED
CISCO SYS	COM	17275R102	13800	667000	SH	DEFINED
CITIGRP	COM	172967101	28892	599669	SH	DEFINED
CITIZENS COMMUNICATIONS	COM	17453B101	731	53000	SH	DEFINED
CITRIX	COM	177376100	491	20000	SH	DEFINED
CLEAR CHANNEL COMM	COM	184502102	1842	55000	SH	DEFINED
COCA COLA	COM	191216100	10408	250000	SH	DEFINED
COCA COLA ENTERPRISES	COM	191219104	990	35500	SH	DEFINED
COHN & STEERS ETF	COM	464287564	4771	94000	SH	DEFINED
COLGATE-PALMOLIVE	COM	194162103	2865	56000	SH	DEFINED
COMERICA	COM	200340107	1342	22000	SH	DEFINED
COMP ASSOC INTL	COM	204912109	1895	55000	SH	DEFINED
COMPANHIA DE VALE RIODOCE ADR	ADR	204412209	1741	45000	SH	DEFINED
COMPUTER SCIENCES	COM	205363104	1691	30000	SH	DEFINED
COMVERSE TECHNOLOGY	COM	205862402	489	20000	SH	DEFINED
CONAGRA	COM	205887102	1414	48000	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	6955	152200	SH	DEFINED
CORNING	COM	219350105	1589	135000	SH	DEFINED
COSTCO WHOLESALE	COM	22160K105	2178	45000	SH	DEFINED
COUNTRYWIDE FINANCIAL	COM	222372104	2221	55000	SH	DEFINED
CSX	COM	126408103	962	24000	SH	DEFINED
CUMMINS ENGINE	COM	231021106	419	5000	SH	DEFINED
CUTERA INC COM STK	COM	232109108	349	20136	SH	SOLE
CVS	COM	126650100	2254	100000	SH	DEFINED
DANAHER	COM	235851102	1493	31500	SH	DEFINED
DEERE & CO	COM	244199105	1934	26000	SH	DEFINED
DELL INC	COM	24702R101	10704	264000	SH	DEFINED
DEVON ENERGY	COM	25179M103	2530	50000	SH	DEFINED
DISNEY (WALT)	COM	254687106	6533	235000	SH	DEFINED
DOLLAR GENERAL COM	COM	256669102	1246	50000	SH	DEFINED
DOMINION RESOURCES	COM	25746U109	1761	37600	SH	DEFINED
DOVER CORP	COM	260003108	839	20000	SH	DEFINED
DOW CHEMICAL	COM	260543103	4783	96600	SH	DEFINED
DSL.NET INC COM STK	COM	262506108	234	2921050	SH	SOLE
DTE ENERGY	COM	233331107	604	14000	SH	DEFINED
DU PONT (EI) DE NEMOURS	COM	263534109	5150	105000	SH	DEFINED
DUKE ENERGY	COM	264399106	2419	95500	SH	DEFINED
EASTMAN KODAK	COM	277461109	968	30000	SH	DEFINED
EATON CORP	COM	278058102	2098	15700	SH	DEFINED
EBAY	COM	278642103	7674	132000	SH	DEFINED
ECOLAB INC	COM	278865100	1405	40000	SH	DEFINED
EDISON INTERNATIONAL	COM	281020107	1169	45000	SH	DEFINED
EL PASO	COM	28336L109	780	75000	SH	DEFINED
ELECTRONIC ARTS	COM	285512109	1850	30000	SH	DEFINED
ELECTRONIC DATA SYST COM	COM	285661104	1201	52000	SH	DEFINED
EMC	COM	268648102	3866	260000	SH	DEFINED
EMERSON ELEC	COM	291011104	2804	40000	SH	DEFINED
ENGELHARD	COM	292845104	460	15000	SH	DEFINED
ENERGY	COM	29364G103	2366	22000	SH	DEFINED
EOG RESOURCES	COM	26875P101	1427	40000	SH	DEFINED
EXELON	COM	30161N101	3526	85000	SH	DEFINED
EXPRESS SCRIPTS	COM	302182100	612	16000	SH	DEFINED
EXXON MOBIL	COM	30231G102	35369	652500	SH	DEFINED
FANNIE MAE	COM	313586109	6231	102500	SH	DEFINED
FEDERATED DEPT STORES	COM	31410H101	1156	20000	SH	DEFINED
FEDEX	COM	31428X106	3201	32500	SH	DEFINED

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FIFTH THIRD BANCORP	COM	316773100	2600	60000	SH	DEFINED
FIRST DATA	COM	319963104	3786	84000	SH	DEFINED
FIRST ENERGY	COM	337932107	1343	34000	SH	DEFINED
FISERV	COM	337738108	1206	25000	SH	DEFINED
FLUOR	COM	343412102	491	9000	SH	DEFINED
FOMENTO MEXACDR(1B2DB2DL)	COM	344419106	2104	40000	SH	DEFINED
FORD MOTOR (NEW)	COM	345370860	2489	170000	SH	DEFINED
FOREST LABS	COM	345838106	2243	35500	SH	DEFINED
FPL GROUP	COM	302571104	1495	40000	SH	DEFINED
FRANKLIN RESOURCES	COM	354613101	2159	28000	SH	DEFINED
FREDDIE MAC	COM	313400301	4827	70000	SH	DEFINED
FREEMPORT MCMORAN COPPER	COM	35671D857	1185	19000	SH	DEFINED
FREESCALE SEMI CONDUCTOR	COM	35687M206	753	46000	SH	DEFINED
GANNETT	COM	364730101	3268	35000	SH	DEFINED
GAP	COM	364760108	2218	90000	SH	DEFINED
GEDEON RICHTER GDR	GDR	368467205	2728	22000	SH	DEFINED
GENERAL DYNAMICS	COM	369550108	2092	20000	SH	DEFINED
GENERAL ELECTRIC	COM	369604103	39968	1100000	SH	DEFINED
GENERAL MILLS	COM	370334104	2486	50000	SH	DEFINED
GENERAL MOTORS COM	COM	370442105	1903	47500	SH	DEFINED
GENUINE PARTS	COM	372460105	573	28000	SH	DEFINED
GENZYME	COM	372917104	1452	25000	SH	DEFINED
GEORGIA PACIFIC	COM	373298108	1349	36000	SH	DEFINED
GERDAU - ADR	ADR	373737105	180	15000	SH	DEFINED
GILEAD SCIENCES	COM	375558103	1540	54000	SH	DEFINED
GILLETTE	COM	375766102	4478	100000	SH	DEFINED
GOLDEN WEST FINL	COM	381317106	2457	40000	SH	DEFINED
GOLDMAN SACHS	COM	38141G104	5826	56000	SH	DEFINED
GPO CARSO ADR (2 A1)	ADR	400485207	1077	300000	SH	DEFINED
GPO TELE GDR (2 PTG CERT)	GDR	40049J206	2723	45000	SH	DEFINED
GRAINGER WW INC	COM	384802104	633	14500	SH	DEFINED
GUIDANT SHS	COM	401698105	2307	32000	SH	DEFINED
H & R BLOCK	COM	93671105	882	18000	SH	DEFINED
HALLIBURTON	COM	406216101	2551	65000	SH	DEFINED
HARLEY DAVIDSON	COM	412822108	2339	38500	SH	DEFINED
HARRAH'S ENTERTAINMENT	COM	413619107	769	11500	SH	DEFINED
HARTFORD FINL SERV	COM	416515104	2079	30000	SH	DEFINED
HASBRO	COM	418056107	388	20000	SH	DEFINED
HCA	COM	404119109	2378	49500	SH	DEFINED
HEALTH MANAGEMENT ASSOCIATES	COM	421933102	682	30000	SH	DEFINED
HEINZ (HJ)	COM	423074103	2047	52500	SH	DEFINED
HELLENIC TELE ADR (OTE)	ADR	423325307	244	27778	SH	DEFINED
HERSHEY COMPANY	COM	427866108	1555	28000	SH	DEFINED
HEWLETT PACKARD	COM	428236103	6438	307000	SH	DEFINED
HILTON HOTELS	COM	432848109	1137	50000	SH	DEFINED
HOME DEPOT	COM	437076102	10258	250000	SH	DEFINED
HONEYWELL INTL COM \$US1	COM	438516106	2921	96500	SH	DEFINED
HOSPIRA	COM	441060100	553	16500	SH	DEFINED
ILLINOIS TOOL WKS	COM	452308109	3197	31000	SH	DEFINED
IMS HEALTH	COM	449934108	696	30000	SH	DEFINED
INGERSOLL RAND CL A	COM	G4776G101	1526	24000	SH	DEFINED
INTEL	COM	458140100	15613	647500	SH	DEFINED
INTERMIX MEDIA INC COM STK	COM	45881X106	434	51800	SH	SOLE
INTERNATIONAL PAPER	COM	460146103	1764	62000	SH	DEFINED
INTL BUSINESS MACHN	COM	459200101	17104	163500	SH	DEFINED
INTUIT	COM	461202103	880	20000	SH	DEFINED
IONA TECH ADR (1 ORD)	ADR	46206P109	328	65000	SH	DEFINED
ITT INDUSTRIES	COM	450911102	1689	20000	SH	DEFINED
JABIL CIRCUIT	COM	466313103	767	35000	SH	DEFINED
JC PENNEY	COM	708160106	1076	26000	SH	DEFINED
JDS UNIPHASE	COM	46612J101	444	140000	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	19343	310000	SH	DEFINED

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JOHNSON CONTROLS	COM	478366107	1903	30000	SH	DEFINED
JP MORGAN CHASE COM	COM	46625H100	13962	357900	SH	DEFINED
KB HOME	COM	48666K109	522	10000	SH	DEFINED
KELLOGG	COM	487836108	2233	50000	SH	DEFINED
KERR MCGEE	COM	492386107	867	12000	SH	DEFINED
KEYCORP	COM	493267108	1526	45000	SH	DEFINED
KIMBERLY CLARK COM	COM	494368103	3159	48000	SH	DEFINED
KLA TENCOR	COM	482480100	978	21000	SH	DEFINED
KOHL'S	COM	500255104	1721	43000	SH	DEFINED
KROGER	COM	501044101	1351	77000	SH	DEFINED
LEHMAN BROS HDG	COM	524908100	3149	36000	SH	DEFINED
LEXMARK INTERNATIONAL	COM	529771107	1275	13400	SH	DEFINED
LILLY (ELI) & CO	COM	532457108	6526	115000	SH	DEFINED
LIMITED	COM	532716107	1151	50000	SH	DEFINED
LINCOLN NATIONAL COM	COM	534187109	934	20000	SH	DEFINED
LINEAR TECHNOLOGY	COM	535678106	1357	35000	SH	DEFINED
LOCKHEED MARTIN COM	COM	539830109	2944	41000	SH	DEFINED
LOWES	COM	548661107	6047	105000	SH	DEFINED
LSI LOGIC	COM	502161102	247	45000	SH	DEFINED
LUCENT TECH	COM	549463107	1579	460000	SH	DEFINED
M&T BANK	COM	55261F104	1618	15000	SH	DEFINED
MARATHON OIL	COM	565849106	1316	45000	SH	DEFINED
MARRIOTT INTERNATIONAL	COM	571903202	2519	40000	SH	DEFINED
MARSHALL & ISLEY	COM	571834100	1326	30000	SH	DEFINED
MASCO	COM	574599106	1644	45000	SH	DEFINED
MATTEL	COM	577081102	780	40000	SH	DEFINED
MAXIM INTEGRATED	COM	57772K101	1399	33000	SH	DEFINED
MBIA INC	COM	55262C100	949	15000	SH	DEFINED
MBNA	COM	55262L100	4369	130000	SH	DEFINED
McCORMICK	COM	579780206	579	15000	SH	DEFINED
MCDONALDS	COM	580135101	4649	145000	SH	DEFINED
MCGRAW HILL	COM	580645109	2105	46000	SH	DEFINED
MCKESSON	COM	58155Q103	1101	35000	SH	DEFINED
MEDCO	COM	58405U102	1165	28000	SH	DEFINED
MEDIMMUNE	COM	584699102	664	24500	SH	DEFINED
MEDTRONIC	COM	585055106	6109	123000	SH	DEFINED
MELLON FINANCIAL	COM	58551A108	1322	42500	SH	DEFINED
MERCK	COM	589331107	7312	227500	SH	DEFINED
MERCURY INTERACTIVE	COM	589405109	524	16500	SH	DEFINED
MERRILL LYNCH	COM	590188108	5409	90500	SH	DEFINED
MET LIFE	COM	59156R108	3123	97000	SH	DEFINED
MICRON TECHNOLOGY	COM	595112103	766	62000	SH	DEFINED
MICROSOFT	COM	594918104	29715	1048000	SH	DEFINED
MOLEX	COM	608554101	600	20000	SH	DEFINED
MONSANTO	COM	61166W101	1528	27500	SH	DEFINED
MONSTER WORLDWIDE	COM	611742107	437	13000	SH	DEFINED
MOODY'S COM	COM	615369105	2823	65000	SH	DEFINED
MORGAN ST DEAN WIT	COM	617446448	6218	112000	SH	DEFINED
MOTOROLA	COM	620076109	4257	251000	SH	DEFINED
NATIONAL CITY CORP	COM	635405103	2441	65000	SH	DEFINED
NATL SEMICONDUCTOR	COM	637640103	898	36500	SH	DEFINED
NATUZZI ADR (1 ORD)	ADR	63905A101	1968	181340	SH	DEFINED
NETWORK APPL	COM	64120L104	1495	37000	SH	DEFINED
NEWELL RUBBERMAID	COM	651229106	726	30000	SH	DEFINED
NEWMONT MINING	COM	651639106	2887	65000	SH	DEFINED
NEWS CORP - ORD	COM	6524BE104	5856	352000	SH	DEFINED
NEXTEL COMMS CL A	COM	65332V103	3390	113000	SH	DEFINED
NIKE B	COM	654106103	2267	25000	SH	DEFINED
NOBLE CORP	COM	G65422100	1368	27500	SH	DEFINED
NORFOLK SOUTHERN	COM	655844108	1448	45000	SH	DEFINED
NORTH FORK BANCORP	COM	659424105	2835	98250	SH	DEFINED
NORTHERN TRUST	COM	665859104	1457	30000	SH	DEFINED

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NORTHROP GRUMMAN	COM	666807102	1957	36000	SH	DEFINED
NOVELL	COM	670006105	243	36000	SH	DEFINED
NOVELLUS SYSTEMS	COM	670008101	418	15000	SH	DEFINED
NUCOR	COM	670346105	1309	25000	SH	DEFINED
OCCIDENTAL PETROLEUM	COM	674599105	1576	55000	SH	DEFINED
OMNICOM GRP	COM	681919106	2538	22100	SH	DEFINED
ORACLE	COM	68389X105	7203	490000	SH	DEFINED
ORBOTECH COM	COM	M75253100	1323	62500	SH	DEFINED
P G & E	COM	69331C108	2163	52500	SH	DEFINED
PARKER HANNIFIN	COM	701094104	757	10000	SH	DEFINED
PAYCHEX	COM	704326107	1482	36500	SH	DEFINED
PEPSICO CAP	COM	713448108	10565	202400	SH	DEFINED
PETROBAS 'A' - ADR	ADR	71654V408	2387	47500	SH	DEFINED
PFIZER	COM	717081103	20969	779800	SH	DEFINED
PHELPS DODGE COM	COM	717265102	989	10000	SH	DEFINED
PHOENIX COMPANIES	COM	71902E109	1212	101817	SH	SOLE
PITNEY BOWES	COM	724479100	1157	25000	SH	DEFINED
PIXELWORKS INC COM STK	COM	72581M107	143	16625	SH	SOLE
PPG INDUSTRIES	COM	693506107	1363	20000	SH	DEFINED
PPL	COM	69351T106	1066	20000	SH	DEFINED
PRAXAIR	COM	74005P104	1457	33000	SH	DEFINED
PRINCIPAL FINANCIAL GROUP	COM	74251V102	1433	35000	SH	DEFINED
PROCTER & GAMBLE	COM	742718109	15973	305000	SH	DEFINED
PROGRESS ENERGY	COM	743263105	905	20000	SH	DEFINED
PROGRESSIVE CORP	COM	743315103	1951	20000	SH	DEFINED
PROKOM SOFT GDR REGS	GDR	743394207	823	35000	SH	DEFINED
PRUDENTIAL FINANCIAL	COM	744320102	4122	69000	SH	DEFINED
PUBLIC SERVICE ENT	COM	744573106	1786	24500	SH	DEFINED
PULTE HOME	COM	745867101	829	13000	SH	DEFINED
QLOGIC	COM	747277101	367	15000	SH	DEFINED
QUALCOMM	COM	747525103	7420	170000	SH	DEFINED
QUEST DIAGNOSTICS	COM	74834L100	1003	21000	SH	DEFINED
QWEST COMMS INTL	COM	749121109	888	185000	SH	DEFINED
RAYTHEON	COM	755111507	1942	50000	SH	DEFINED
ROBERT HALF	COM	770323103	559	24000	SH	DEFINED
ROC TAIWAN FUND SBI	COM	774037104	651	132882	SH	DEFINED
ROCKWELL AUTOMATION	COM	773903109	991	20000	SH	DEFINED
ROCKWELL COLLINS	COM	774341101	789	20000	SH	DEFINED
ROHM & HAAS	COM	775371107	1548	35000	SH	DEFINED
RR DONNELLEY & SONS	COM	257867101	1182	22000	SH	DEFINED
SAFEWAY	COM	786514208	888	45000	SH	DEFINED
SANMINA-SCI CORPORATION	COM	800907107	466	55000	SH	DEFINED
SARA LEE	COM	803111103	1811	50000	SH	DEFINED
SBC COMMUNICATIONS	COM	78387G103	8633	355000	SH	DEFINED
SCHERING PLOUGH	COM	806605101	2861	156000	SH	DEFINED
SCHLUMBERGER	COM	806857108	4017	60000	SH	DEFINED
SCHWAB (CHARLES)	COM	808513105	1615	119000	SH	DEFINED
SEMPRA ENERGY	COM	816851109	917	35000	SH	DEFINED
SIEBEL SYSCOM	COM	826170102	630	60000	SH	DEFINED
SIGMA ALDRICH	COM	826552101	484	8000	SH	DEFINED
SLM CORP	COM	78442P106	3844	72000	SH	DEFINED
SOLECTRON	COM	834182107	520	97550	SH	DEFINED
SOUTHERN CO	COM	842587107	2799	75000	SH	DEFINED
SOUTHWEST AIRLINES	COM	844741108	1311	80500	SH	DEFINED
SPRINT (FON GRP)	COM	852061100	4597	185000	SH	DEFINED
ST JUDE MEDICAL	COM	790849103	1426	34000	SH	DEFINED
ST PAULS TRAVELLERS	COM	792860108	2595	70000	SH	DEFINED
STAPLES	COM	855030102	2562	114000	SH	DEFINED
STARBUCKS	COM	855244109	2245	36000	SH	DEFINED
STARWOOD HOTEL & RES CLB	COM	85590A203	1694	29000	SH	DEFINED
STATE STREET	COM	857477103	1768	36000	SH	DEFINED
STRYKER	COM	863667101	1930	40000	SH	DEFINED

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SUN MICROSYSTEMS	COM	866810104	1668	310000	SH	DEFINED
SUN TRUST	COM	867914103	2955	37500	SH	DEFINED
SUNGARD	COM	867363103	850	30000	SH	DEFINED
SYMANTEC	COM	871503108	1803	80000	SH	DEFINED
SYSCO	COM	871829107	3817	100000	SH	DEFINED
TARGET	COM	87612E106	5453	95000	SH	DEFINED
TELE NORTE LESTE ADR	ADR	879246106	337	20000	SH	DEFINED
TELEFONOS DE MEXI ADR(10)	ADR	879403707	5144	155000	SH	DEFINED
TELEFONOS MEXICO ADR(20L)	ADR	879403780	2223	116000	SH	DEFINED
TELLABS	COM	879664100	344	60000	SH	DEFINED
TEMPLE INLAND	COM	879868107	342	10000	SH	DEFINED
TERADYNE	COM	880770102	341	20000	SH	DEFINED
TEXAS INSTRUMENTS	COM	882508104	4432	180000	SH	DEFINED
TEXTRON	COM	883203101	1845	25000	SH	DEFINED
THAI EURO FD CLASS B	COM	334571908	1879	112500	SH	DEFINED
TIFFANY	COM	886547108	480	15000	SH	DEFINED
TIME WARNER	COM	887317105	9234	510000	SH	DEFINED
TJX	COM	872540109	2010	80000	SH	DEFINED
TRANSOCEAN INC	COM	G90078109	1272	40000	SH	DEFINED
TRIBUNE	COM	896047107	1812	43000	SH	DEFINED
TXU	COM	873168108	2227	29000	SH	DEFINED
TYCO INTERNATIONAL	COM	902124106	7720	209000	SH	DEFINED
UNION PACIFIC	COM	907818108	1143	27000	SH	DEFINED
UNISYS	COM	909214108	305	30000	SH	DEFINED
UNITED PARCEL SERVICE	COM	911312106	9828	115000	SH	DEFINED
UNITEDHEALTH GRP	COM	91324P102	7615	173000	SH	DEFINED
US BANCORP	COM	902973304	6515	198500	SH	DEFINED
UST	COM	902911106	481	10000	SH	DEFINED
UTD TECHNOLOGIES	COM	913017109	6459	125000	SH	DEFINED
VA LINUX SYSTEMS	COM	91819B105	88	51609	SH	SOLE
VALERO ENERGY	COM	91913Y100	1180	26000	SH	DEFINED
VERITAS SOFTWARE CO	COM	923436109	1285	45000	SH	DEFINED
VERIZON COMMUNICATIONS	COM	92343V104	11505	294000	SH	DEFINED
VIACOM CL B N/VTG	COM	925524308	7733	175000	SH	DEFINED
WACHOVIA CORP 2ND NEW	COM	929903102	11276	214370	SH	DEFINED
WAL MART STORES	COM	931142103	23241	349500	SH	DEFINED
WALGREEN	COM	931422109	4221	110000	SH	DEFINED
WASHINGTON MUTUAL	COM	939322103	3805	90000	SH	DEFINED
WASTE MANAGEMENT	COM	94106L109	2395	58000	SH	DEFINED
WELLPOINT	COM	94973V107	3795	66000	SH	DEFINED
WELLS FARGO	COM	949746101	10566	175000	SH	DEFINED
WENDYS INTL	COM	950590109	982	12500	SH	DEFINED
WEYERHAEUSER	COM	962166104	1983	24500	SH	DEFINED
WHIRLPOOL	COM	963320106	554	8000	SH	DEFINED
WILLIAMS	COM	969457100	815	50000	SH	DEFINED
WRIGLEY	COM	982526105	1591	23000	SH	DEFINED
WYETH	COM	983024100	6176	145000	SH	DEFINED
XEROX	COM	984121103	1446	96000	SH	DEFINED
XILINX	COM	983919101	1038	35500	SH	DEFINED
YAHOO	COM	984332106	5087	140000	SH	DEFINED
ZIMMER	COM	98956P102	2804	32500	SH	DEFINED

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