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BP PLC  
Form 13F-HR  
November 07, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2011

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	November 3, 2011
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[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: 200  
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Form 13F Information Table Value Total: \$ 1,434,870  
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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  
SEPTEMBER 30, 2011

ISSUER	TITLE OF CLASS	CUSIP	MARKET VALUE ( USD 000 )	SHARES /PRN AMT	SH/ PRN	INVESTMENT DISCRETION	MA
3M CO	COM	88579Y101	6,884	96,000	SH	DEFINED	
ABBOTT LABORATORIES	COM	002824100	15,345	300,000	SH	DEFINED	
ABERCROMBIE + FITCH CO	COM	002896207	1,231	20,000	SH	DEFINED	
AGILENT TECHNOLOGIES INC	COM	00846U101	6,250	200,000	SH	DEFINED	
AIR PRODUCTS + CHEMICALS	COM	009158106	6,109	80,000	SH	DEFINED	
AIRGAS INC	COM	009363102	4,788	75,000	SH	DEFINED	
ALLERGAN INC	COM	018490102	7,414	90,000	SH	DEFINED	
ALTERA CORP	COM	021441100	1,387	44,000	SH	DEFINED	
ALTRIA GROUP INC	COM	02209S103	7,504	280,000	SH	DEFINED	
AMAZON.COM INC	COM	023135106	11,887	55,000	SH	DEFINED	
AMERICA MOVIL ADR SERIES	ADR	02364W204	13,170	600,000	SH	DEFINED	
AMERICA MOVIL ADR SERIES	ADR	02364W105	4,466	202,448	SH	DEFINED	
AMERICAN EXPRESS CO	COM	025816109	6,285	140,000	SH	DEFINED	
AMERICAN TOWER CORP CL A	COM	029912201	6,990	130,000	SH	DEFINED	
AMERISOURCEBERGEN CORP	COM	03073E105	5,846	156,800	SH	DEFINED	
AMGEN INC	COM	031162100	8,240	150,000	SH	DEFINED	
AMPHENOL CORP CL A	COM	032095101	2,611	64,000	SH	DEFINED	

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ANADARKO PETROLEUM CORP	COM	032511107	6,304	100,000	SH	DEFINED
AOL INC	COM	00184X105	1,440	120,000	SH	DEFINED
APACHE CORP	COM	037411105	4,012	50,000	SH	DEFINED
APPLE INC	COM	037833100	52,071	136,600	SH	DEFINED
ARCH CAPITAL GROUP LTD	COM	G0450A105	3,999	122,400	SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	039483102	3,473	140,000	SH	DEFINED
ASIAINFO LINKAGE INC	COM	04518A104	2,878	390,000	SH	DEFINED
AT+T INC	COM	00206R102	26,933	945,000	SH	DEFINED
AUTOMATIC DATA PROCESSING	COM	053015103	3,958	84,000	SH	DEFINED
BANCO BRADESCO ADR	ADR	059460303	1,877	127,050	SH	DEFINED
BB+T CORP	COM	054937107	1,918	90,000	SH	DEFINED
BERKSHIRE HATHAWAY INC	COM	084670702	16,337	230,000	SH	DEFINED
BOEING CO/THE	COM	097023105	6,774	112,000	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	7,840	250,000	SH	DEFINED
CARDINAL HEALTH INC	COM	14149Y108	5,027	120,000	SH	DEFINED
CARNIVAL CORP	COM	143658300	5,184	171,100	SH	DEFINED
CBS CORP CLASS B NON	COM	124857202	3,668	180,000	SH	DEFINED
CELGENE CORP	COM	151020104	3,963	64,000	SH	DEFINED
CEMEX SAB SPONS ADR PART	ADR	151290889	959	303,474	SH	DEFINED
CENTURYLINK INC	COM	156700106	3,312	100,000	SH	DEFINED
CHEVRON CORP	COM	166764100	29,150	315,000	SH	DEFINED
CIA SIDERURGICA NACL SP	ADR	20440W105	519	65,400	SH	DEFINED
CISCO SYSTEMS INC	COM	17275R102	11,230	725,000	SH	DEFINED
CITIGROUP INC	COM	172967424	15,357	599,660	SH	DEFINED
CITRIX SYSTEMS INC	COM	177376100	4,471	82,000	SH	DEFINED
CLIFFS NATURAL RESOURCES	COM	18683K101	1,535	30,000	SH	DEFINED
CME	COM	12572Q105	1,971	8,000	SH	SOLE
COACH INC	COM	189754104	2,073	40,000	SH	DEFINED
COCA COLA CO/THE	COM	191216100	20,618	305,000	SH	DEFINED
COGNIZANT TECH SOLUTIONS	COM	192446102	2,443	39,000	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	9,749	110,000	SH	DEFINED
COMCAST CORP CLASS A	COM	20030N101	7,520	360,000	SH	DEFINED
COMPANHIA DE BEBIDAS PRF	ADR	20441W203	1,992	65,000	SH	DEFINED
CONAGRA FOODS INC	COM	205887102	5,452	225,000	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	15,845	250,000	SH	DEFINED
CONSOL ENERGY INC	COM	20854P109	4,745	140,000	SH	DEFINED
CONSOLIDATED COMMUNICATIO	COM	209034107	1,713	95,000	SH	DEFINED
CONSTELLATION ENERGY	COM	210371100	4,950	130,000	SH	DEFINED
COSTCO WHOLESALE CORP	COM	22160K105	9,852	120,000	SH	DEFINED
COVIDIEN PLC	COM	G2554F113	7,098	161,000	SH	DEFINED
CSX CORP	COM	126408103	2,801	150,000	SH	DEFINED
CTRIIP.COM INTERNATIONAL	ADR	22943F100	4,340	135,000	SH	DEFINED
CVS CAREMARK CORP	COM	126650100	2,519	75,000	SH	DEFINED
DANAHER CORP	COM	235851102	4,195	100,000	SH	DEFINED
DEVON ENERGY CORPORATION	COM	25179M103	6,370	115,000	SH	DEFINED
DIRECTV CLASS A	COM	25490A101	5,155	122,000	SH	DEFINED
DOMINION RESOURCES INC/VA	COM	25746U109	11,419	225,000	SH	DEFINED
DOW CHEMICAL CO/THE	COM	260543103	3,393	151,000	SH	DEFINED
DU PONT (E.I.) DE NEMOURS	COM	263534109	7,391	185,000	SH	DEFINED
DUKE ENERGY CORP	COM	26441C105	8,987	450,000	SH	DEFINED
EBAY INC	COM	278642103	4,422	150,000	SH	DEFINED
ECOLAB INC	COM	278865100	6,843	140,000	SH	DEFINED
EL PASO CORP	COM	28336L109	5,250	300,000	SH	DEFINED
ELI LILLY + CO	COM	532457108	4,434	120,000	SH	DEFINED
EMBRAER SA ADR	ADR	29082A107	254	10,000	SH	DEFINED
EMC CORP/MASS	COM	268648102	8,820	420,000	SH	DEFINED
ESTEE LAUDER COMPANIES	COM	518439104	1,493	17,000	SH	DEFINED
EXELON CORP	COM	30161N101	10,229	240,000	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	46,547	640,000	SH	DEFINED
FISERV INC	COM	337738108	2,285	45,000	SH	DEFINED
FOMENTO ECONOMICO MEX SP	ADR	344419106	7,214	111,300	SH	DEFINED
FORD MOTOR CO	COM	345370860	4,830	500,000	SH	DEFINED

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FRONTIER COMMUNICATIONS	COM	35906A108	2,444	400,000	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	5,234	92,000	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	20,090	1,320,000	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	7,263	187,200	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	7,084	75,000	SH	DEFINED
GOODRICH CORP	COM	382388106	6,036	50,000	SH	DEFINED
GOOGLE INC CL A	COM	38259P508	19,112	37,155	SH	DEFINED
GRUPO TELEVISIA SA SPON	ADR	40049J206	2,849	155,000	SH	DEFINED
HALLIBURTON CO	COM	406216101	6,250	205,000	SH	DEFINED
HESS CORP	COM	42809H107	2,150	41,000	SH	DEFINED
HOLOGIC INC	COM	436440101	3,266	215,000	SH	DEFINED
HONEYWELL INTERNATIONAL	COM	438516106	7,117	162,000	SH	DEFINED
INTEL CORP	COM	458140100	15,464	725,000	SH	DEFINED
INTL BUSINESS MACHINES	COM	459200101	30,246	173,000	SH	DEFINED
INTUIT INC	COM	461202103	2,941	62,000	SH	DEFINED
INTUITIVE SURGICAL INC	COM	46120E602	3,458	9,500	SH	DEFINED
ISHARES COHEN + STEERS	ADR	464287564	11,575	190,000	SH	DEFINED
ITAU UNIBANCO HLDNG PREF	ADR	465562106	1,066	68,750	SH	DEFINED
JDS UNIPHASE CORP	COM	46612J507	2,991	300,000	SH	DEFINED
JOHNSON + JOHNSON	COM	478160104	22,674	356,000	SH	DEFINED
JOHNSON CONTROLS INC	COM	478366107	5,010	190,000	SH	DEFINED
JPMORGAN CHASE + CO	COM	46625H100	17,174	570,000	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	1,985	115,000	SH	DEFINED
KANSAS CITY SOUTHERN	COM	485170302	3,746	75,000	SH	DEFINED
KRAFT FOODS INC CLASS A	COM	50075N104	6,848	204,000	SH	DEFINED
LG DISPLAY CO LTD ADR	ADR	50186V102	1,425	175,000	SH	DEFINED
LINCOLN NATIONAL CORP	COM	534187109	1,407	90,000	SH	DEFINED
LOWE S COS INC	COM	548661107	3,673	190,000	SH	DEFINED
LyondellBasell Industries	COM	B53745100	272	11,153	SH	SOLE
M + T BANK CORP	COM	55261F104	4,195	60,000	SH	DEFINED
MARRIOTT INTERNATIONAL	COM	571903202	3,134	115,000	SH	DEFINED
MARSH + MCLENNAN COS	COM	571748102	5,974	225,000	SH	DEFINED
MARVELL TECHNOLOGY GROUP	COM	G5876H105	1,452	100,000	SH	DEFINED
MASCO CORP	COM	574599106	1,920	270,000	SH	DEFINED
MASTERCARD INC CLASS A	COM	57636Q104	4,121	13,000	SH	DEFINED
MATTEL INC	COM	577081102	1,372	53,000	SH	DEFINED
MCDONALD S CORP	COM	580135101	17,562	200,000	SH	DEFINED
MCKESSON CORP	COM	58155Q103	5,451	75,000	SH	DEFINED
MEAD JOHNSON NUTRITION CO	COM	582839106	6,199	90,000	SH	DEFINED
MEDCO HEALTH SOLUTIONS	COM	58405U102	6,828	145,709	SH	DEFINED
MEDTRONIC INC	COM	585055106	4,815	145,000	SH	DEFINED
MELCO CROWN ENTERTAINME	ADR	585464100	5,817	700,000	SH	DEFINED
MERCK + CO. INC.	COM	58933Y105	13,080	400,000	SH	DEFINED
METLIFE INC	COM	59156R108	5,038	180,000	SH	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	2,264	450,000	SH	DEFINED
MICROSOFT CORP	COM	594918104	24,890	1,000,000	SH	DEFINED
MONSANTO CO	COM	61166W101	9,300	155,000	SH	DEFINED
MORGAN STANLEY	COM	617446448	5,265	390,000	SH	DEFINED
MYLAN INC	COM	628530107	3,908	230,000	SH	DEFINED
NABORS INDUSTRIES LTD	COM	G6359F103	2,452	200,000	SH	DEFINED
NASDAQ OMX GROUP/THE	COM	631103108	1,620	70,000	SH	DEFINED
NATIONAL OILWELL VARCO	COM	637071101	3,841	75,000	SH	DEFINED
NEW ORIENTAL EDUCATIO SP	ADR	647581107	6,615	288,000	SH	DEFINED
NEWMONT MINING CORP	COM	651639106	12,586	200,000	SH	DEFINED
NEWS CORP CLASS B	COM	5248E+207	4,646	298,000	SH	DEFINED
NIKE INC CL B	COM	654106103	5,729	67,000	SH	DEFINED
NORFOLK SOUTHERN CORP	COM	655844108	2,807	46,000	SH	DEFINED
NYSE EURONEXT	COM	629491101	2,860	123,000	SH	DEFINED
O REILLY AUTOMOTIVE INC	COM	67103H107	5,997	90,000	SH	DEFINED
OCCIDENTAL PETROLEUM CORP	COM	674599105	7,800	109,000	SH	DEFINED
ORACLE CORP	COM	68389X105	15,031	523,000	SH	DEFINED
P G + E CORP	COM	69331C108	6,768	160,000	SH	DEFINED

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PACCAR INC	COM	693718108	3,720	110,000	SH	DEFINED
PARKER HANNIFIN CORP	COM	701094104	4,735	75,000	SH	DEFINED
PEPSICO INC	COM	713448108	17,633	285,000	SH	DEFINED
PETROLEO BRASILEIRO S.A.	ADR	71654V408	2,020	90,000	SH	DEFINED
PETROLEO BRASILEIRO SPON	ADR	71654V101	3,111	150,127	SH	DEFINED
PFIZER INC	COM	717081103	18,476	1,045,000	SH	DEFINED
PHILIP MORRIS INTERNAT	COM	718172109	15,897	255,000	SH	DEFINED
PHOENIX COMPANIES	COM	71902E109	122	99,817	SH	SOLE
PNC FINANCIAL SERVICES	COM	693475105	7,325	152,000	SH	DEFINED
PPL CORPORATION	COM	69351T106	7,130	250,000	SH	DEFINED
PRAXAIR INC	COM	74005P104	7,472	80,000	SH	DEFINED
PRECISION CASTPARTS CORP	COM	740189105	6,215	40,000	SH	DEFINED
PROCTER + GAMBLE CO/THE	COM	742718109	23,064	365,000	SH	DEFINED
PRUDENTIAL FINANCIAL INC	COM	744320102	2,812	60,000	SH	DEFINED
PUBLIC SERVICE ENTERPRISE	COM	744573106	7,177	215,000	SH	DEFINED
QUALCOMM INC	COM	747525103	14,589	300,000	SH	DEFINED
SARA LEE CORP	COM	803111103	4,902	300,000	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	12,247	205,000	SH	DEFINED
SEMPRA ENERGY	COM	816851109	6,489	126,000	SH	DEFINED
SHELTON GREATER CHINA FUND	ADR	823014105	239	41,127	SH	DEFINED
SIGMA ALDRICH	COM	826552101	4,943	80,000	SH	DEFINED
SINA CORP	COM	G81477104	6,086	85,000	SH	DEFINED
SOUTHERN CO	COM	842587107	11,864	280,000	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	2,997	90,000	SH	DEFINED
SPECTRA ENERGY CORP	COM	847560109	6,133	250,000	SH	DEFINED
SPRINT NEXTEL CORP	COM	852061100	2,128	700,000	SH	DEFINED
STANLEY BLACK + DECKER INC	COM	854502101	4,517	92,000	SH	DEFINED
STARBUCKS CORP	COM	855244109	6,710	180,000	SH	DEFINED
STERICYCLE INC	COM	858912108	5,650	70,000	SH	DEFINED
SYMANTEC CORP	COM	871503108	1,630	100,000	SH	DEFINED
SYSCO CORP	COM	871829107	4,270	165,000	SH	DEFINED
TARGET CORP	COM	7612E+110	6,863	140,000	SH	DEFINED
TELE NORTE LESTE PART ADR	ADR	879246106	1,364	143,323	SH	DEFINED
TELEFONOS DE MEXICO SP	ADR	879403780	1,732	116,000	SH	DEFINED
TELEFONOS DE MEXICO SP	ADR	879403707	1,418	95,000	SH	DEFINED
THERMO FISHER SCIENTIFIC	COM	883556102	2,988	59,000	SH	DEFINED
TIME WARNER CABLE	COM	88732J207	3,542	56,536	SH	DEFINED
TIME WARNER INC	COM	887317303	4,985	166,333	SH	DEFINED
TJX COMPANIES INC	COM	872540109	6,102	110,000	SH	DEFINED
TYCO INTERNATIONAL LTD	COM	H89128104	4,071	100,000	SH	DEFINED
UNITED PARCEL SERVICE	COM	911312106	12,624	200,000	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	13,357	190,000	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	6,450	140,000	SH	DEFINED
US BANCORP	COM	902973304	8,051	342,000	SH	DEFINED
VALE SA SP ADR	ADR	91912E105	5,089	223,407	SH	DEFINED
VALERO ENERGY CORP	COM	91913Y100	1,759	99,000	SH	DEFINED
VERIZON COMMUNICATIONS	COM	92343V104	18,400	500,000	SH	DEFINED
VIACOM INC CLASS B	COM	92553P201	6,197	160,000	SH	DEFINED
VISA INC CLASS A SHARES	COM	92826C839	4,970	58,000	SH	DEFINED
WAL MART STORES INC	COM	931142103	13,489	260,000	SH	DEFINED
WALGREEN CO	COM	931422109	7,724	235,000	SH	DEFINED
WALT DISNEY CO/THE	COM	254687106	10,549	350,000	SH	DEFINED
WATERS CORP	COM	941848103	1,133	15,000	SH	DEFINED
WATSON PHARMACEUTICALS	COM	942683103	5,461	80,000	SH	DEFINED
WEATHERFORD INTL LTD	COM	H27013103	3,108	254,722	SH	DEFINED
WELLPOINT INC	COM	94973V107	5,222	80,000	SH	DEFINED
WELLS FARGO + CO	COM	949746101	16,402	680,000	SH	DEFINED
WISCONSIN ENERGY CORP	COM	976657106	6,258	200,000	SH	DEFINED
YAHOO INC	COM	984332106	5,264	400,000	SH	DEFINED
			1,434,870			

