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BP PLC  
Form 13F-HR/A  
September 06, 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 [X ]; Amendment Number:  1   
This Amendment (Check only one.): [X ] 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                      6th September 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: 396  
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 Form 13F Information Table Value Total: \$ 1,178,450  
 -----  
 (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	5784	80000	SH	DEFINED
ABBOTT LABORATORIES	COM	002824100	8577	175000	SH	DEFINED
ACE LTD	COM	G0070K103	1637	36500	SH	DEFINED
ADOBE SYS	COM	00724F101	1717	60000	SH	DEFINED
ADVANCED MICRO DEVICES	COM	007903107	1023	59000	SH	DEFINED
AES CORP	COM	00130H105	1245	76000	SH	DEFINED
AETNA	COM	00817Y108	2982	36000	SH	DEFINED
AFFILIATED COMPUTER SERVICES	COM	008190100	715	14000	SH	DEFINED
AFLAC	COM	001055102	2272	52500	SH	DEFINED
AGILENT TECHNOLOGIES	COM	00846U101	1381	60000	SH	DEFINED
AIR PRODUCTS & CHEMS	COM	009158106	1809	30000	SH	DEFINED
ALBERTSONS	COM	013104104	724	35000	SH	DEFINED
ALCOA	COM	013817101	2299	88000	SH	DEFINED
ALLEGHENY ENERGY	COM	017361106	1009	40000	SH	DEFINED
ALLEGHENY TECHNOLOGIES	COM	01741R102	221	10000	SH	DEFINED
ALLOS THERAPEUTICS COM STK	COM	019777101	96	44172	SH	SOLE
ALLSTATE	COM	020002101	4780	80000	SH	DEFINED

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ALLTEL	COM	020039103	2055	33000	SH	DEFINED
ALTERA	COM	021441100	991	50000	SH	DEFINED
ALTRIA	COM	02209S103	13902	215000	SH	DEFINED
AMBAC FINANCIAL GRP	COM	023139108	802	11500	SH	DEFINED
AMBEV ADR	ADR	20441W203	247	8000	SH	DEFINED
AMER ELEC POWER	COM	025537101	1475	40000	SH	DEFINED
AMEREN	COM	023608102	1106	20000	SH	DEFINED
AMERICA MOVIL A ADR	ADR	02364W204	5965	100000	SH	DEFINED
AMERICA MOVIL L ADR	ADR	02364W105	3219	54000	SH	DEFINED
AMERICAN EXPRESS	COM	025816109	8517	160000	SH	DEFINED
AMERICAN INTL GROUP	COM	026874107	17081	294000	SH	DEFINED
AMERICAN POWER CONVERSION	COM	029066107	472	20000	SH	DEFINED
AMERICAN STANDARD	COM	029712106	922	22000	SH	DEFINED
AMGEN	COM	031162100	9160	151500	SH	DEFINED
AMSOUTH BANCORP	COM	032165102	910	35000	SH	DEFINED
ANADARKO PETROLEUM	COM	032511107	2054	25000	SH	DEFINED
ANALOG DEVICES	COM	032654105	1492	40000	SH	DEFINED
ANHEUSER BUSCH COM \$US1	COM	035229103	3660	80000	SH	DEFINED
APACHE	COM	037411105	2132	33000	SH	DEFINED
APPLE COMPUTER	COM	037833100	3276	89000	SH	DEFINED
APPLERA CORP-APPLIED BIOSYS	COM	038020103	393	20000	SH	DEFINED
APPLIED MATERIALS	COM	038222105	2783	172000	SH	DEFINED
APPOLLO	COM	037604105	1486	19000	SH	DEFINED
ARACRUZ CELLULOSA - ADR	ADR	038496204	348	10000	SH	DEFINED
AT & T COMCAST ' A '	COM	20030N101	7061	230000	SH	DEFINED
AT & T CORP	COM	001957505	1579	82909	SH	DEFINED
AUTO DATA PROCESS	COM	053015103	2560	61000	SH	DEFINED
AUTODESK	COM	052769106	859	25000	SH	DEFINED
AVAYA COM	COM	053499109	582	70000	SH	DEFINED
AVON PRODUCTS	COM	054303102	2271	60000	SH	DEFINED
BAKBONE SOFTWARE	COM	057101107	119	87949	SH	SOLE
BAKER HUGHES	COM	057224107	2686	52500	SH	DEFINED
BANCO ITAU ADR	ADR	059602201	509	5500	SH	DEFINED
BANK OF AMERICA	COM	060505104	19840	435000	SH	DEFINED
BANK OF NEW YORK COM	COM	064057102	2302	80000	SH	DEFINED
BAXTER INTERNATIONAL	COM	071813109	2319	62500	SH	DEFINED
BB&T	COM	054937107	1999	50000	SH	DEFINED
BECTON DICKINSON	COM	075887109	1312	25000	SH	DEFINED
BED BATH & BEYOND	COM	075896100	1253	30000	SH	DEFINED
BELLSOUTH	COM	079860102	5181	195000	SH	DEFINED
BEST BUY	COM	086516101	3085	45000	SH	DEFINED
BIOGEN IDEC PHARMACEUTICAL	COM	09062X103	1171	34000	SH	DEFINED
BJ SERVICES	COM	055482103	1417	27000	SH	DEFINED
BLACK & DECKER COM	COM	091797100	1348	15000	SH	DEFINED
BLACKBAUD INC COM STK	COM	09227Q100	189	13985	SH	SOLE
BMC SOFTWARE	COM	055921100	413	23000	SH	DEFINED
BOEING	COM	097023105	5676	86000	SH	DEFINED
BOSTON SCIENTIFIC	COM	101137107	2700	100000	SH	DEFINED
BRADESCO - ADR	ADR	059460303	867	24500	SH	DEFINED
BRAZIL TELECOM ADR	ADR	105530109	451	12500	SH	DEFINED
BRISTOL MYERS SQUIBB	COM	110122108	4996	200000	SH	DEFINED
BROADCOM CL A	COM	111320107	1136	32000	SH	DEFINED
BURLINGTON NTH SANTA	COM	12189T104	1836	39000	SH	DEFINED
BURLINGTON RESOURCES	COM	122014103	2210	40000	SH	DEFINED
BUTTERFIELD FD MGR THAI EURO	COM	335020905	1259	67500	SH	DEFINED
CALPINE	COM	131347106	136	40000	SH	DEFINED
CAPITAL ONE	COM	14040H105	2720	34000	SH	DEFINED
CARDINAL HEALTH	COM	14149Y108	2591	45000	SH	DEFINED
CAREMARK	COM	141705103	2003	45000	SH	DEFINED
CARNIVAL CORP	COM	143658300	3546	65000	SH	DEFINED
CARSO GLB TEL ADR (2 ORD)	ADR	14574P101	608	160000	SH	DEFINED
CATERPILLAR	COM	149123101	3288	34500	SH	DEFINED

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CEMEX ADR PART CER(5 CPO)	ADR	151290889	5730	135086	SH	DEFINED
CEMIG ADR	ADR	204409601	319	10000	SH	DEFINED
CENDANT	COM	151313103	2438	109000	SH	DEFINED
CENTERPOINT ENERGY	COM	15189T107	1004	76000	SH	DEFINED
CENTEX	COM	152312104	353	5000	SH	DEFINED
CHEVRON CORPORATION	COM	166764100	12302	220000	SH	DEFINED
CHIRON	COM	170040109	523	15000	SH	DEFINED
CHUBB	COM	171232101	1712	20000	SH	DEFINED
CIENA	COM	171779101	105	50000	SH	DEFINED
CIGNA	COM	125509109	2890	27000	SH	DEFINED
CINERGY	COM	172474108	986	22000	SH	DEFINED
CINTAS	COM	172908105	811	21000	SH	DEFINED
CISCO SYS	COM	17275R102	12746	667000	SH	DEFINED
CITIGRP	COM	172967101	27723	599669	SH	DEFINED
CITIZENS COMMUNICATIONS	COM	17453B101	712	53000	SH	DEFINED
CITRIX	COM	177376100	433	20000	SH	DEFINED
CLEAR CHANNEL COMM	COM	184502102	1701	55000	SH	DEFINED
COCA COLA	COM	191216100	10438	250000	SH	DEFINED
COCA COLA ENTERPRISES	COM	191219104	781	35500	SH	DEFINED
COHN & STEERS ETF	COM	464287564	6693	94000	SH	DEFINED
COLGATE-PALMOLIVE	COM	194162103	2795	56000	SH	DEFINED
COMERICA	COM	200340107	1272	22000	SH	DEFINED
COMP ASSOC INTL	COM	204912109	1511	55000	SH	DEFINED
COMPANHIA DE VALE RIODOCE ADR	ADR	204412209	1318	45000	SH	DEFINED
COMPUTER SCIENCES	COM	205363104	1311	30000	SH	DEFINED
CONVERSE TECHNOLOGY	COM	205862402	473	20000	SH	DEFINED
CONAGRA	COM	205887102	1112	48000	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	8750	152200	SH	DEFINED
CONSTELLATION ENERGY	COM	210371100	1096	19000	SH	DEFINED
CORNING	COM	219350105	2244	135000	SH	DEFINED
COSTCO WHOLESALE	COM	22160K105	2017	45000	SH	DEFINED
COUNTRYWIDE FINANCIAL	COM	222372104	2124	55000	SH	DEFINED
CSX	COM	126408103	1024	24000	SH	DEFINED
CUMMINS ENGINE	COM	231021106	373	5000	SH	DEFINED
CUTERA INC COM STK	COM	232109108	349	20136	SH	SOLE
CVS	COM	126650100	2907	100000	SH	DEFINED
DANAHER	COM	235851102	1649	31500	SH	DEFINED
DEERE & CO	COM	244199105	1703	26000	SH	DEFINED
DELL INC	COM	24702R101	10431	264000	SH	DEFINED
DEVON ENERGY	COM	25179M103	2534	50000	SH	DEFINED
DISNEY(WALT)	COM	254687106	5917	235000	SH	DEFINED
DOLLAR GENERAL COM	COM	256669102	1018	50000	SH	DEFINED
DOMINION RESOURCES	COM	25746U109	2759	37600	SH	DEFINED
DOVER CORP	COM	260003108	728	20000	SH	DEFINED
DOW CHEMICAL	COM	260543103	4302	96600	SH	DEFINED
DSL.NET INC COM STK	COM	262506108	234	2921050	SH	SOLE
DTE ENERGY	COM	233331107	655	14000	SH	DEFINED
DU PONT (EI) DE NEMOURS	COM	263534109	4516	105000	SH	DEFINED
DUKE ENERGY	COM	264399106	2839	95500	SH	DEFINED
EASTMAN KODAK	COM	277461109	806	30000	SH	DEFINED
EATON CORP	COM	278058102	940	15700	SH	DEFINED
EBAY	COM	278642103	4357	132000	SH	DEFINED
ECOLAB INC	COM	278865100	1294	40000	SH	DEFINED
EDISON INTERNATIONAL	COM	281020107	1825	45000	SH	DEFINED
EL PASO	COM	28336L109	864	75000	SH	DEFINED
ELECTRONIC ARTS	COM	285512109	1698	30000	SH	DEFINED
ELECTRONIC DATA SYST COM	COM	285661104	1001	52000	SH	DEFINED
EMC	COM	268648102	3565	260000	SH	DEFINED
EMERSON ELEC	COM	291011104	2505	40000	SH	DEFINED
ENGELHARD	COM	292845104	428	15000	SH	DEFINED
ENERGY	COM	29364G103	1662	22000	SH	DEFINED
EOG RESOURCES	COM	26875P101	2272	40000	SH	DEFINED

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EXELON	COM	30161N101	4363	85000	SH	DEFINED
EXPRESS SCRIPTS	COM	302182100	800	16000	SH	DEFINED
EXXON MOBIL	COM	30231G102	37499	652500	SH	DEFINED
FANNIE MAE	COM	313586109	5986	102500	SH	DEFINED
FEDERATED DEPT STORES	COM	31410H101	1466	20000	SH	DEFINED
FEDEX	COM	31428X106	2633	32500	SH	DEFINED
FIFTH THIRD BANCORP	COM	316773100	2473	60000	SH	DEFINED
FIRST DATA	COM	319963104	3372	84000	SH	DEFINED
FIRST ENERGY	COM	337932107	1636	34000	SH	DEFINED
FISERV	COM	337738108	1074	25000	SH	DEFINED
FLUOR	COM	343412102	518	9000	SH	DEFINED
FOMENTO MEXACDR(1B2DB2DL)	COM	344419106	2383	40000	SH	DEFINED
FORD MOTOR (NEW)	COM	345370860	1741	170000	SH	DEFINED
FOREST LABS	COM	345838106	1379	35500	SH	DEFINED
FPL GROUP	COM	302571104	1682	40000	SH	DEFINED
FRANKLIN RESOURCES	COM	354613101	2155	28000	SH	DEFINED
FREDDIE MAC	COM	313400301	4566	70000	SH	DEFINED
FREEMONT MCMORAN COPPER	COM	35671D857	711	19000	SH	DEFINED
FREESCALE SEMI CONDUCTOR	COM	35687M206	974	46000	SH	DEFINED
GANNETT	COM	364730101	2490	35000	SH	DEFINED
GAP	COM	364760108	1778	90000	SH	DEFINED
GEDEON RICHTER GDR	GDR	368467205	3273	22000	SH	DEFINED
GENERAL DYNAMICS	COM	369550108	2191	20000	SH	DEFINED
GENERAL ELECTRIC	COM	369604103	38115	1100000	SH	DEFINED
GENERAL MILLS	COM	370334104	2340	50000	SH	DEFINED
GENERAL MOTORS COM	COM	370442105	1615	47500	SH	DEFINED
GENUINE PARTS	COM	372460105	1151	28000	SH	DEFINED
GENZYME	COM	372917104	1502	25000	SH	DEFINED
GEORGIA PACIFIC	COM	373298108	1145	36000	SH	DEFINED
GERDAU - ADR	ADR	373737105	146	15000	SH	DEFINED
GILEAD SCIENCES	COM	375558103	2375	54000	SH	DEFINED
GILLETTE	COM	375766102	5063	100000	SH	DEFINED
GOLDEN WEST FINL	COM	381317106	2575	40000	SH	DEFINED
GOLDMAN SACHS	COM	38141G104	5713	56000	SH	DEFINED
GPO CARSO ADR (2 A1)	ADR	400485207	1110	300000	SH	DEFINED
GPO TELE GDR (2 PTG CERT)	GDR	40049J206	2794	45000	SH	DEFINED
GRAINGER WW INC	COM	384802104	794	14500	SH	DEFINED
GUIDANT SHS	COM	401698105	2154	32000	SH	DEFINED
H & R BLOCK	COM	093671105	1050	18000	SH	DEFINED
HALLIBURTON	COM	406216101	3108	65000	SH	DEFINED
HARLEY DAVIDSON	COM	412822108	1910	38500	SH	DEFINED
HARRAH'S ENTERTAINMENT	COM	413619107	829	11500	SH	DEFINED
HARTFORD FINL SERV	COM	416515104	2243	30000	SH	DEFINED
HASBRO	COM	418056107	416	20000	SH	DEFINED
HCA	COM	404119109	2805	49500	SH	DEFINED
HEALTH MANAGEMENT ASSOCIATES	COM	421933102	785	30000	SH	DEFINED
HEINZ (HJ)	COM	423074103	1860	52500	SH	DEFINED
HELLENIC TELE ADR (OTE)	ADR	423325307	268	27778	SH	DEFINED
HERSHEY COMPANY	COM	427866108	1739	28000	SH	DEFINED
HEWLETT PACKARD	COM	428236103	7218	307000	SH	DEFINED
HILTON HOTELS	COM	432848109	1193	50000	SH	DEFINED
HOME DEPOT	COM	437076102	9725	250000	SH	DEFINED
HONEYWELL INTL COM \$US1	COM	438516106	3535	96500	SH	DEFINED
HOSPIRA	COM	441060100	644	16500	SH	DEFINED
ILLINOIS TOOL WKS	COM	452308109	2470	31000	SH	DEFINED
IMS HEALTH	COM	449934108	743	30000	SH	DEFINED
INGERSOLL RAND CL A	COM	G4776G101	1712	24000	SH	DEFINED
INTEL	COM	458140100	16874	647500	SH	DEFINED
INTERMIX MEDIA INC COM STK	COM	45881X106	434	51800	SH	SOLE
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	282	10000	SH	DEFINED
INTERNATIONAL PAPER	COM	460146103	1873	62000	SH	DEFINED
INTL BUSINESS MACHN	COM	459200101	12132	163500	SH	DEFINED

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INTUIT	COM	461202103	902	20000	SH	DEFINED
IONA TECH ADR (1 ORD)	ADR	46206P109	198	65000	SH	DEFINED
ITT INDUSTRIES	COM	450911102	1953	20000	SH	DEFINED
JABIL CIRCUIT	COM	466313103	1076	35000	SH	DEFINED
JC PENNEY	COM	708160106	1367	26000	SH	DEFINED
JDS UNIPHASE	COM	46612J101	213	140000	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	20150	310000	SH	DEFINED
JOHNSON CONTROLS	COM	478366107	1690	30000	SH	DEFINED
JP MORGAN CHASE COM	COM	46625H100	12641	357900	SH	DEFINED
KB HOME	COM	48666K109	762	10000	SH	DEFINED
KELLOGG	COM	487836108	2222	50000	SH	DEFINED
KERR MCGEE	COM	492386107	916	12000	SH	DEFINED
KEYCORP	COM	493267108	1492	45000	SH	DEFINED
KIMBERLY CLARK COM	COM	494368103	3004	48000	SH	DEFINED
KLA TENCOR	COM	482480100	918	21000	SH	DEFINED
KOHL'S	COM	500255104	2404	43000	SH	DEFINED
KROGER	COM	501044101	1465	77000	SH	DEFINED
L-3 COMMUNICATIONS	COM	502424104	919	12000	SH	DEFINED
LEHMAN BROS HDG	COM	524908100	3574	36000	SH	DEFINED
LEXMARK INTERNATIONAL	COM	529771107	869	13400	SH	DEFINED
LILLY (ELI) & CO	COM	532457108	6407	115000	SH	DEFINED
LIMITED	COM	532716107	1071	50000	SH	DEFINED
LINCOLN NATIONAL COM	COM	534187109	938	20000	SH	DEFINED
LINEAR TECHNOLOGY	COM	535678106	1284	35000	SH	DEFINED
LOCKHEED MARTIN COM	COM	539830109	2660	41000	SH	DEFINED
LOUISIANA PACIFIC	COM	546347105	676	27500	SH	DEFINED
LOWES	COM	548661107	6113	105000	SH	DEFINED
LSI LOGIC	COM	502161102	382	45000	SH	DEFINED
LUCENT TECH	COM	549463107	1339	460000	SH	DEFINED
M&T BANK	COM	55261F104	1577	15000	SH	DEFINED
MARATHON OIL	COM	565849106	2402	45000	SH	DEFINED
MARRIOTT INTERNATIONAL	COM	571903202	2729	40000	SH	DEFINED
MARSHALL & ISLEY	COM	571834100	1334	30000	SH	DEFINED
MASCO	COM	574599106	1429	45000	SH	DEFINED
MATTEL	COM	577081102	732	40000	SH	DEFINED
MAXIM INTEGRATED	COM	57772K101	1261	33000	SH	DEFINED
MBIA INC	COM	55262C100	890	15000	SH	DEFINED
MBNA	COM	55262L100	3401	130000	SH	DEFINED
McCORMICK	COM	579780206	490	15000	SH	DEFINED
MCDONALDS	COM	580135101	4024	145000	SH	DEFINED
MCGRAW HILL	COM	580645109	2036	46000	SH	DEFINED
MCKESSON	COM	58155Q103	1568	35000	SH	DEFINED
MEDCO	COM	58405U102	1494	28000	SH	DEFINED
MEDIMMUNE	COM	584699102	655	24500	SH	DEFINED
MEDTRONIC	COM	585055106	6370	123000	SH	DEFINED
MELLON FINANCIAL	COM	58551A108	1219	42500	SH	DEFINED
MERCK	COM	589331107	7007	227500	SH	DEFINED
MERCURY INTERACTIVE	COM	589405109	633	16500	SH	DEFINED
MERRILL LYNCH	COM	590188108	4978	90500	SH	DEFINED
MET LIFE	COM	59156R108	4359	97000	SH	DEFINED
MICRON TECHNOLOGY	COM	595112103	633	62000	SH	DEFINED
MICROSOFT	COM	594918104	26032	1048000	SH	DEFINED
MOLEX	COM	608554101	521	20000	SH	DEFINED
MONSANTO	COM	61166W101	1729	27500	SH	DEFINED
MONSTER WORLDWIDE	COM	611742107	373	13000	SH	DEFINED
MOODY'S COM	COM	615369105	2922	65000	SH	DEFINED
MORGAN ST DEAN WIT	COM	617446448	5877	112000	SH	DEFINED
MOTOROLA	COM	620076109	4583	251000	SH	DEFINED
NATIONAL CITY CORP	COM	635405103	2218	65000	SH	DEFINED
NATL SEMICONDUCTOR	COM	637640103	804	36500	SH	DEFINED
NATUZZI ADR (1 ORD)	ADR	63905A101	1476	181340	SH	DEFINED
NETWORK APPL	COM	64120L104	1046	37000	SH	DEFINED

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NEWELL RUBBERMAID	COM	651229106	715	30000	SH	DEFINED
NEWMONT MINING	COM	651639106	2537	65000	SH	DEFINED
NEWS CORP - ORD	COM	6524BE104	5935	352000	SH	DEFINED
NEXTEL COMMS CL A	COM	65332V103	3651	113000	SH	DEFINED
NIKE B	COM	654106103	2165	25000	SH	DEFINED
NOBLE CORP	COM	G65422100	1692	27500	SH	DEFINED
NORFOLK SOUTHERN	COM	655844108	1393	45000	SH	DEFINED
NORTH FORK BANCORP	COM	659424105	2760	98250	SH	DEFINED
NORTHERN TRUST	COM	665859104	1368	30000	SH	DEFINED
NORTHROP GRUMMAN	COM	666807102	1989	36000	SH	DEFINED
NOVELL	COM	670006105	223	36000	SH	DEFINED
NOVELLUS SYSTEMS	COM	670008101	371	15000	SH	DEFINED
NUCOR	COM	670346105	1141	25000	SH	DEFINED
OCCIDENTAL PETROLEUM	COM	674599105	4231	55000	SH	DEFINED
OMNICOM GRP	COM	681919106	1765	22100	SH	DEFINED
ORACLE	COM	68389X105	6468	490000	SH	DEFINED
ORBOTECH COM	COM	M75253100	1343	62500	SH	DEFINED
P G & E	COM	69331C108	1971	52500	SH	DEFINED
PARKER HANNIFIN	COM	701094104	620	10000	SH	DEFINED
PAYCHEX	COM	704326107	1188	36500	SH	DEFINED
PEPSI BOTTLING GROUP	COM	713409100	715	25000	SH	DEFINED
PEPSICO CAP	COM	713448108	10915	202400	SH	DEFINED
PETROBAS 'A' - ADR	ADR	71654V408	2476	47500	SH	DEFINED
PFIZER	COM	717081103	21507	779800	SH	DEFINED
PHELPS DODGE COM	COM	717265102	925	10000	SH	DEFINED
PHOENIX COMPANIES	COM	71902E109	1212	101817	SH	SOLE
PITNEY BOWES	COM	724479100	1089	25000	SH	DEFINED
PIXELWORKS INC COM STK	COM	72581M107	143	16625	SH	SOLE
PPG INDUSTRIES	COM	693506107	1255	20000	SH	DEFINED
PPL	COM	69351T106	1188	20000	SH	DEFINED
PRAXAIR	COM	74005P104	1538	33000	SH	DEFINED
PRINCIPAL FINANCIAL GROUP	COM	74251V102	1467	35000	SH	DEFINED
PROCTER & GAMBLE	COM	742718109	16089	305000	SH	DEFINED
PROGRESS ENERGY	COM	743263105	905	20000	SH	DEFINED
PROGRESSIVE CORP	COM	743315103	1976	20000	SH	DEFINED
PROKOM SOFT GDR REGS	GDR	743394207	509	35000	SH	DEFINED
PRUDENTIAL FINANCIAL	COM	744320102	4531	69000	SH	DEFINED
PUBLIC SERVICE ENT	COM	744573106	1490	24500	SH	DEFINED
PULTE HOME	COM	745867101	1095	13000	SH	DEFINED
QLOGIC	COM	747277101	463	15000	SH	DEFINED
QUALCOMM	COM	747525103	5612	170000	SH	DEFINED
QUEST DIAGNOSTICS	COM	74834L100	1119	21000	SH	DEFINED
QWEST COMMS INTL	COM	749121109	686	185000	SH	DEFINED
RADIOSHACK	COM	750438103	371	16000	SH	DEFINED
RAYTHEON	COM	755111507	1956	50000	SH	DEFINED
ROBERT HALF	COM	770323103	599	24000	SH	DEFINED
ROC TAIWAN FUND SBI	COM	874037104	679	132882	SH	DEFINED
ROCKWELL AUTOMATION	COM	773903109	974	20000	SH	DEFINED
ROCKWELL COLLINS	COM	774341101	954	20000	SH	DEFINED
ROHM & HAAS	COM	775371107	1622	35000	SH	DEFINED
RR DONNELLEY & SONS	COM	257867101	759	22000	SH	DEFINED
SAFEWAY	COM	786514208	1017	45000	SH	DEFINED
SANMINA-SCI CORPORATION	COM	800907107	301	55000	SH	DEFINED
SARA LEE	COM	803111103	991	50000	SH	DEFINED
SBC COMMUNICATIONS	COM	78387G103	8431	355000	SH	DEFINED
SCHERING PLOUGH	COM	806605101	2973	156000	SH	DEFINED
SCHLUMBERGER	COM	806857108	4556	60000	SH	DEFINED
SCHWAB (CHARLES)	COM	808513105	1342	119000	SH	DEFINED
SEARS HOLDINGS	COM	812350106	1500	10010	SH	DEFINED
SEMPRA ENERGY	COM	816851109	1446	35000	SH	DEFINED
SIEBEL SYSCOM	COM	826170102	534	60000	SH	DEFINED
SIGMA ALDRICH	COM	826552101	448	8000	SH	DEFINED

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SLM CORP	COM	78442P106	3658	72000	SH	DEFINED
SOLECTRON	COM	834182107	370	97550	SH	DEFINED
SOUTHERN CO	COM	842587107	2600	75000	SH	DEFINED
SOUTHWEST AIRLINES	COM	844741108	1121	80500	SH	DEFINED
SPRINT (FON GRP)	COM	852061100	4642	185000	SH	DEFINED
ST JUDE MEDICAL	COM	790849103	1483	34000	SH	DEFINED
ST PAULS TRAVELLERS	COM	792860108	2767	70000	SH	DEFINED
STANLEY WORKS	COM	854616109	569	12500	SH	DEFINED
STAPLES	COM	855030102	2430	114000	SH	DEFINED
STARBUCKS	COM	855244109	1860	36000	SH	DEFINED
STARWOOD HOTEL & RES CLB	COM	85590A203	1699	29000	SH	DEFINED
STATE STREET	COM	857477103	1737	36000	SH	DEFINED
STRYKER	COM	863667101	1902	40000	SH	DEFINED
SUN MICROSYSTEMS	COM	866810104	1156	310000	SH	DEFINED
SUN TRUST	COM	867914103	2709	37500	SH	DEFINED
SUNGARD	COM	867363103	1055	30000	SH	DEFINED
SYMANTEC	COM	871503108	1739	80000	SH	DEFINED
SYSCO	COM	871829107	3619	100000	SH	DEFINED
TARGET	COM	87612E106	5169	95000	SH	DEFINED
TELE NORTE LESTE ADR	ADR	879246106	333	20000	SH	DEFINED
TELEFONOS DE MEXI ADR(10)	ADR	879403707	2922	155000	SH	DEFINED
TELEFONOS MEXICO ADR(20L)	ADR	879403780	2191	116000	SH	DEFINED
TELLABS	COM	879664100	522	60000	SH	DEFINED
TEMPLE INLAND	COM	879868107	372	10000	SH	DEFINED
TENET HEALTHCARE	COM	88033G100	612	50000	SH	DEFINED
TERADYNE	COM	880770102	239	20000	SH	DEFINED
TEXAS INSTRUMENTS	COM	882508104	5053	180000	SH	DEFINED
TEXTRON	COM	883203101	1896	25000	SH	DEFINED
THAI EURO FD CLASS B	COM	334571908	1935	112500	SH	DEFINED
TIFFANY	COM	886547108	491	15000	SH	DEFINED
TIME WARNER	COM	887317105	8522	510000	SH	DEFINED
TJX	COM	872540109	1948	80000	SH	DEFINED
TRANSOCEAN INC	COM	G90078109	2159	40000	SH	DEFINED
TRIBUNE	COM	896047107	1513	43000	SH	DEFINED
TXU	COM	873168108	2410	29000	SH	DEFINED
TYCO INTERNATIONAL	COM	902124106	6103	209000	SH	DEFINED
UNION PACIFIC	COM	907818108	1750	27000	SH	DEFINED
UNISYS	COM	909214108	190	30000	SH	DEFINED
UNITED PARCEL SERVICE	COM	911312106	7953	115000	SH	DEFINED
UNITEDHEALTH GRP	COM	91324P102	9020	173000	SH	DEFINED
UNOCAL	COM	915289102	1821	28000	SH	DEFINED
US BANCORP	COM	902973304	5796	198500	SH	DEFINED
UST	COM	902911106	457	10000	SH	DEFINED
UTD TECHNOLOGIES	COM	913017109	6419	125000	SH	DEFINED
VA LINUX SYSTEMS	COM	91819B105	88	51609	SH	SOLE
VALERO ENERGY	COM	91913Y100	2057	26000	SH	DEFINED
VERITAS SOFTWARE CO	COM	923436109	1098	45000	SH	DEFINED
VERIZON COMMUNICATIONS	COM	92343V104	10158	294000	SH	DEFINED
VIACOM CL B N/VTG	COM	925524308	5604	175000	SH	DEFINED
WACHOVIA CORP 2ND NEW	COM	929903102	10633	214370	SH	DEFINED
WAL MART STORES	COM	931142103	16846	349500	SH	DEFINED
WALGREEN	COM	931422109	5059	110000	SH	DEFINED
WASHINGTON MUTUAL	COM	939322103	3662	90000	SH	DEFINED
WASTE MANAGEMENT	COM	94106L109	1644	58000	SH	DEFINED
WELLPOINT	COM	94973V107	4596	66000	SH	DEFINED
WELLS FARGO	COM	949746101	10777	175000	SH	DEFINED
WENDYS INTL	COM	950590109	596	12500	SH	DEFINED
WEYERHAEUSER	COM	962166104	1559	24500	SH	DEFINED
WHIRLPOOL	COM	963320106	561	8000	SH	DEFINED
WILLIAMS	COM	969457100	950	50000	SH	DEFINED
WRIGLEY	COM	982526105	1583	23000	SH	DEFINED
WYETH	COM	983024100	6453	145000	SH	DEFINED



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XCEL ENERGY	COM	98389B100	781	40000	SH	DEFINED
XEROX	COM	984121103	1324	96000	SH	DEFINED
XILINX	COM	983919101	905	35500	SH	DEFINED
XTO ENERGY	COM	98385X106	1518	44666	SH	DEFINED
YAHOO	COM	984332106	4851	140000	SH	DEFINED
YUM BRANDS	COM	988498101	1510	29000	SH	DEFINED
ZIMMER	COM	98956P102	2476	32500	SH	DEFINED
			1178450	36076353		