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BP PLC  
Form 13F-HR  
May 03, 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: March 31, 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                      3rd May 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: 403  
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Form 13F Information Table Value Total: \$ 2,321,946  
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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  
MARCH 31, 2007

ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES /PRN AMT	SH/ PRN	INVESTMENT DISCRETION	MANAG
3M CO	COM	88579Y101	9172	120000	SH	DEFINED	01
ABBOTT LABS	COM	002824100	13811	247500	SH	DEFINED	01
ACCEL IX LP	COM	00499P938	1577	2150000	SH	DEFINED	01
ADOBE SYS INC	COM	00724F101	4379	105000	SH	DEFINED	01
ADVANCED MICRO DEVICES INC	COM	007903107	1136	87000	SH	DEFINED	01
AES CORP	COM	00130H105	2453	114000	SH	DEFINED	01
AETNA INC	COM	00817Y108	3941	90000	SH	DEFINED	01
AFFILIATED COMPUTER SVCS INC	COM	008190100	1192	20250	SH	DEFINED	01
AFLAC INC	COM	001055102	3353	71250	SH	DEFINED	01
AGILENT TECHNOLOGIES INC	COM	00846U101	2628	78000	SH	DEFINED	01
AIR PRODS + CHEMS INC	COM	009158106	3328	45000	SH	DEFINED	01
ALCOA INC	COM	013817101	4475	132000	SH	DEFINED	01
ALLEGHENY ENERGY INC	COM	017361106	2396	48750	SH	DEFINED	01
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	1760	16500	SH	DEFINED	01
ALLSTATE CORP	COM	020002101	5045	84000	SH	DEFINED	01
ALLTEL CORP	COM	020039103	3720	60000	SH	DEFINED	01
ALTERA CORP	COM	021441100	1499	75000	SH	DEFINED	01

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ALTRIA GROUP INC	COM	02209S103	31282	356250	SH	DEFINED	01
AMAZON COM INC	COM	023135106	1970	49500	SH	DEFINED	01
AMBAC FINL GROUP INC	COM	023139108	2138	24750	SH	DEFINED	01
AMEREN CORP	COM	023608102	1509	30000	SH	DEFINED	01
AMERICA MOVIL S A DE C V	ADR	02364W204	14319	300000	SH	DEFINED	01
AMERICA MOVIL SAB DE CV	ADR	02364W105	5639	118000	SH	DEFINED	01
AMERICAN ELEC PWR INC	COM	025537101	2925	60000	SH	DEFINED	01
AMERICAN EXPRESS CO	COM	025816109	12605	223500	SH	DEFINED	01
AMERICAN INTL GROUP INC	COM	026874107	28484	423750	SH	DEFINED	01
AMERICAN STD COS INC DEL	COM	029712106	1511	28500	SH	DEFINED	01
AMERIPRISE FINL INC	COM	03076C106	1783	31200	SH	DEFINED	01
AMERISOURCEBERGEN CORP	COM	03073E105	1978	37500	SH	DEFINED	01
AMGEN INC	COM	031162100	11316	202500	SH	DEFINED	01
ANADARKO PETE CORP	COM	032511107	3546	82500	SH	DEFINED	01
ANALOG DEVICES INC	COM	032654105	2069	60000	SH	DEFINED	01
ANHEUSER BUSCH COS INC	COM	035229103	6131	121500	SH	DEFINED	01
AON CORP	COM	037389103	2676	70500	SH	DEFINED	01
APACHE CORP	COM	037411105	3712	52500	SH	DEFINED	01
APOLLO GROUP INC	COM	037604105	1251	28500	SH	DEFINED	01
APPLE INC	COM	037833100	12613	135750	SH	DEFINED	01
APPLERA CORP APPLIED BIOSYS	COM	038020103	887	30000	SH	DEFINED	01
APPLIED MATERIALS INC	COM	038222105	4727	258000	SH	DEFINED	01
ARCHER DANIELS MIDLAND CO	COM	039483102	4129	112500	SH	DEFINED	01
AT+T INC	COM	00206R102	40337	1023000	SH	DEFINED	01
AUTODESK INCORPORATED	COM	052769106	1861	49500	SH	DEFINED	01
AUTOMATIC DATA PROCESSING INC	COM	053015103	4356	90000	SH	DEFINED	01
AVAYA INC	COM	053499109	709	60000	SH	DEFINED	01
AVON PRODS INC	COM	054303102	2795	75000	SH	DEFINED	01
BAKBONE SOFTWARE ICOM NPV	COM	057101107	154	87949	SH	SOLE	
BAKER HUGHES INC	COM	057224107	4712	71250	SH	DEFINED	01
BANCO ITAU S A	ADR	059602201	871	25000	SH	DEFINED	01
BANK AMER CORP	COM	060505104	37576	736500	SH	DEFINED	01
BANK NEW YORK INC	COM	064057102	6083	150000	SH	DEFINED	01
BARD C R INC	COM	067383109	1789	22500	SH	DEFINED	01
BAUSCH + LOMB INC	COM	071707103	460	9000	SH	DEFINED	01
BAXTER INTL INC	COM	071813109	4938	93750	SH	DEFINED	01
BB+T CORP	COM	054937107	3077	75000	SH	DEFINED	01
BECTON DICKINSON + CO	COM	075887109	2883	37500	SH	DEFINED	01
BED BATH + BEYOND INC	COM	075896100	1808	45000	SH	DEFINED	01
BEST BUY CO INC	COM	086516101	3544	72750	SH	DEFINED	01
BIOGEN IDEC INC	COM	09062X103	2263	51000	SH	DEFINED	01
BIOMET INC	COM	090613100	2231	52500	SH	DEFINED	01
BJ SVCS CO	COM	055482103	1800	64500	SH	DEFINED	01
BLACK + DECKER CORPORATION	COM	091797100	918	11250	SH	DEFINED	01
BLOCK H + R INC	COM	093671105	1136	54000	SH	DEFINED	01
BMC SOFTWARE INC	COM	055921100	1062	34500	SH	DEFINED	01
BOEING CO	COM	097023105	12136	136500	SH	DEFINED	01
BOSTON SCIENTIFIC CORP	COM	101137107	2980	204984	SH	DEFINED	01
BRISTOL MYERS SQUIBB CO	COM	110122108	9473	341250	SH	DEFINED	01
BROADCOM CORP	COM	111320107	2309	72000	SH	DEFINED	01
BURLINGTON NORTHN SANTA FE	COM	12189T104	4705	58500	SH	DEFINED	01
BUTTERFIELD FD MGR THAI EURO	COM	335020905	4338	180000	SH	DEFINED	01
CA INC	COM	12673P105	1943	75000	SH	DEFINED	01
CAPITAL ONE FINL CORP	COM	14040H105	6791	90000	SH	DEFINED	01
CARDINAL HEALTH INC	COM	14149Y108	4705	64500	SH	DEFINED	01
CATERPILLAR INC	COM	149123101	8245	123000	SH	DEFINED	01
CB RICHARD ELLIS GROUP INC	COM	12497T101	1333	39000	SH	DEFINED	01
CBS CORP CLASS B	COM	124857202	4359	142500	SH	DEFINED	01
CELGENE CORP	COM	151020104	3384	64500	SH	DEFINED	01
CEMEX S.A.B DE C.C ADR	ADR	151290889	8526	260346	SH	DEFINED	01
CENTERPOINT ENERGY INC	COM	15189T107	1507	84000	SH	DEFINED	01
CENTEX CORP	COM	152312104	1285	30750	SH	DEFINED	01

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CHESAPEAKE ENERGY CORP	COM	165167107	2316	75000	SH	DEFINED	01
CHEVRON CORP	COM	166764100	26227	354604	SH	DEFINED	01
CHICAGO MERCANTILE EXCHANGE	COM	167760107	2716	5100	SH	DEFINED	01
CHUBB CORP	COM	171232101	3100	60000	SH	DEFINED	01
CIGNA CORP	COM	125509109	2568	18000	SH	DEFINED	01
CINTAS CORP	COM	172908105	785	21750	SH	DEFINED	01
CISCO SYS INC	COM	17275R102	26041	1020000	SH	DEFINED	01
CITIGROUP INC	COM	172967101	40815	795000	SH	DEFINED	01
CITIZENS COMMUNICATIONS CO	COM	17453B101	1189	79500	SH	DEFINED	01
CITRIX SYS INC	COM	177376100	961	30000	SH	DEFINED	01
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	3548	101250	SH	DEFINED	01
COACH INC	COM	189754104	3566	71250	SH	DEFINED	01
COCA COLA CO	COM	191216100	18000	375000	SH	DEFINED	01
COCA COLA ENTERPRISES INC	COM	191219104	1078	53250	SH	DEFINED	01
COGNIZANT TECHNOLOGY SOLUTIONS	COM	192446102	1986	22500	SH	DEFINED	01
COLGATE PALMOLIVE CO	COM	194162103	7113	106500	SH	DEFINED	01
COMCAST CORP NEW	COM	20030N101	14013	540000	SH	DEFINED	01
COMERICA INC	COM	200340107	1552	26250	SH	DEFINED	01
COMMERCE BANCORP INC N J	COM	200519106	1252	37500	SH	DEFINED	01
COMPANHIA DE BEBIDAS DAS AMERS	ADR	20441W203	714	13000	SH	DEFINED	01
COMPANHIA SIDERURGICA NATL	ADR	20440W105	467	10900	SH	DEFINED	01
COMPANHIA VALE DO RIO DOCE	ADR	204412209	3699	100000	SH	DEFINED	01
COMPASS BANCSHARES INC	COM	20449H109	1445	21000	SH	DEFINED	01
COMPUTER SCIENCES CORP	COM	205363104	1564	30000	SH	DEFINED	01
CONAGRA INC	COM	205887102	2541	102000	SH	DEFINED	01
CONOCOPHILLIPS	COM	20825C104	17085	249963	SH	DEFINED	01
CONSTELLATION ENERGY GROUP INC	COM	210371100	2609	30000	SH	DEFINED	01
CORNING INC	COM	219350105	5628	247500	SH	DEFINED	01
COSTCO WHSL CORP NEW	COM	22160K105	3634	67500	SH	DEFINED	01
COUNTRYWIDE FINL CORP	COM	222372104	3381	100500	SH	DEFINED	01
COVENTRY HEALTH CARE INC	COM	222862104	2522	45000	SH	DEFINED	01
CSX CORP	COM	126408103	2884	72000	SH	DEFINED	01
CUMMINS INC	COM	231021106	1302	9000	SH	DEFINED	01
CVS/CAREMARK CORP	COM	126650100	9313	272775	SH	DEFINED	01
D R HORTON INC	COM	23331A109	1221	55500	SH	DEFINED	01
DANAHER CORP	COM	235851102	2894	40500	SH	DEFINED	01
DEERE + CO	COM	244199105	4074	37500	SH	DEFINED	01
DELL INC	COM	24702R101	7590	327000	SH	DEFINED	01
DEVON ENERGY CORPORATION NEW	COM	25179M103	4828	69750	SH	DEFINED	01
DIRECTV GROUP INC	COM	25459L106	3461	150000	SH	DEFINED	01
DISNEY WALT CO	COM	254687106	11878	345000	SH	DEFINED	01
DOMINION RES INC VA NEW	COM	25746U109	4128	46500	SH	DEFINED	01
DONNELLEY R R + SONS CO	COM	257867101	1427	39000	SH	DEFINED	01
DOVER CORP	COM	260003108	1684	34500	SH	DEFINED	01
DOW CHEM CO	COM	260543103	7567	165000	SH	DEFINED	01
DTE ENERGY CO	COM	233331107	1437	30000	SH	DEFINED	01
DU PONT E I DE NEMOURS + CO	COM	263534109	7785	157500	SH	DEFINED	01
DUKE ENERGY HLDG CORP	COM	26441C105	5174	255000	SH	DEFINED	01
E TRADE FINL CORP	COM	269246104	1432	67500	SH	DEFINED	01
EASTMAN KODAK CO	COM	277461109	1015	45000	SH	DEFINED	01
EATON CORP	COM	278058102	1968	23550	SH	DEFINED	01
EBAY INC	COM	278642103	6166	186000	SH	DEFINED	01
ECOLAB INC	COM	278865100	2580	60000	SH	DEFINED	01
EDISON INTL	COM	281020107	3316	67500	SH	DEFINED	01
EL PASO CORP	COM	28336L109	1881	130000	SH	DEFINED	01
ELECTRONIC ARTS INC	COM	285512109	2417	48000	SH	DEFINED	01
ELECTRONIC DATA SYS CORP NEW	COM	285661104	2159	78000	SH	DEFINED	01
EMBARQ CORP	COM	29078E105	1387	24616	SH	DEFINED	01
EMBRAER EMPRESA BRASILEIRA DE	ADR	29081M102	459	10000	SH	DEFINED	01
EMC CORP	COM	268648102	5402	390000	SH	DEFINED	01
EMERSON ELEC CO	COM	291011104	6464	150000	SH	DEFINED	01
ENTERGY CORP NEW	COM	29364G103	3462	33000	SH	DEFINED	01

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EOG RESOURCES INC	COM	26875P101	3317	46500	SH	DEFINED	01
EQUITY RESIDENTIAL	COM	29476L107	2243	46500	SH	DEFINED	01
EXELON CORP	COM	30161N101	7730	112500	SH	DEFINED	01
EXPRESS SCRIPTS INC	COM	302182100	1937	24000	SH	DEFINED	01
EXXON MOBIL CORP	COM	30231G102	72206	957000	SH	DEFINED	01
FEDERAL HOME LN MTG CORP	COM	313400301	7362	123750	SH	DEFINED	01
FEDERAL NATL MTG ASSN	COM	313586109	9210	168750	SH	DEFINED	01
FEDERATED DEPT STORES INC DE	COM	31410H101	3784	84000	SH	DEFINED	01
FEDEX CORP	COM	31428X106	5237	48750	SH	DEFINED	01
FIFTH THIRD BANCORP	COM	316773100	4062	105000	SH	DEFINED	01
FIRST DATA CORP	COM	319963104	3833	142500	SH	DEFINED	01
FIRST HORIZON NATL CORP	COM	320517105	1339	32250	SH	DEFINED	01
FIRSTENERGY CORP	COM	337932107	3974	60000	SH	DEFINED	01
FISERV INC	COM	337738108	1512	28500	SH	DEFINED	01
FLUOR CORP NEW	COM	343412102	2019	22500	SH	DEFINED	01
FOMENTO ECONOMICO MEXICANO SAB	ADR	344419106	4095	37100	SH	DEFINED	01
FORD MTR CO DEL	COM	345370860	2012	255000	SH	DEFINED	01
FOREST LABS INC	COM	345838106	2739	53250	SH	DEFINED	01
FPL GROUP INC	COM	302571104	4129	67500	SH	DEFINED	01
FRANKLIN RES INC	COM	354613101	4531	37500	SH	DEFINED	01
FREEMPORT MCMORAN COPPER + GOLD	COM	35671D857	3547	53595	SH	DEFINED	01
GANNETT INC	COM	364730101	2111	37500	SH	DEFINED	01
GAP INC	COM	364760108	1471	85500	SH	DEFINED	01
GENENTECH INC	COM	368710406	1355	16500	SH	DEFINED	01
GENERAL DYNAMICS CORP	COM	369550108	4584	60000	SH	DEFINED	01
GENERAL ELEC CO	COM	369604103	59604	1685625	SH	DEFINED	01
GENERAL MLS INC	COM	370334104	3799	65250	SH	DEFINED	01
GENERAL MTRS CORP	COM	370442105	2643	86250	SH	DEFINED	01
GENUINE PARTS CO	COM	372460105	1617	33000	SH	DEFINED	01
GENWORTH FINL INC	COM	37247D106	2856	81750	SH	DEFINED	01
GENZYME CORP	COM	372917104	2926	48750	SH	DEFINED	01
GILEAD SCIENCES INC	COM	375558103	5738	75000	SH	DEFINED	01
GOLDMAN SACHS GROUP INC	COM	38141G104	15652	75750	SH	DEFINED	01
GOOGLE INC	COM	38259P508	16837	36750	SH	DEFINED	01
GRUPO TELEVISION SA DE CV	GDR	40049J206	4619	155000	SH	DEFINED	01
HALLIBURTON CO	COM	406216101	5780	182100	SH	DEFINED	01
HARLEY DAVIDSON INC	COM	412822108	2468	42000	SH	DEFINED	01
HARMAN INTL INDS INC NEW	COM	413086109	1081	11250	SH	DEFINED	01
HARRAHS ENTMT INC	COM	413619107	2407	28500	SH	DEFINED	01
HARTFORD FINANCIAL SVCS GRP	COM	416515104	5735	60000	SH	DEFINED	01
HASBRO INC	COM	418056107	859	30000	SH	DEFINED	01
HEINZ H J CO	COM	423074103	3181	67500	SH	DEFINED	01
HELLENIC TELECOMMUNICATIONS	ADR	423325307	382	27778	SH	DEFINED	01
HERSHEY CO / THE	COM	427866108	1558	28500	SH	DEFINED	01
HESS CORP	COM	42809H107	2496	45000	SH	DEFINED	01
HEWLETT PACKARD CO	COM	428236103	17882	445500	SH	DEFINED	01
HILTON HOTELS CORP	COM	432848109	2697	75000	SH	DEFINED	01
HOME DEPOT INC	COM	437076102	12234	333000	SH	DEFINED	01
HONEYWELL INTL INC	COM	438516106	6218	135000	SH	DEFINED	01
HOSPIRA INC	COM	441060100	1012	24750	SH	DEFINED	01
HUMANA INC	COM	444859102	1480	25500	SH	DEFINED	01
IAC INTERACTIVECORP	COM	44919P300	1612	42750	SH	DEFINED	01
ILLINOIS TOOL WKS INC	COM	452308109	4799	93000	SH	DEFINED	01
IMS HEALTH INC	COM	449934108	1335	45000	SH	DEFINED	01
INTEL CORP	COM	458140100	20087	1050000	SH	DEFINED	01
INTERCONTINENTAL EXCHANGE INC	COM	45865V100	228302	1868111	SH	SOLE	
INTERNATIONAL BUSINESS MACHS	COM	459200101	22905	243000	SH	DEFINED	01
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	2483	61500	SH	DEFINED	01
INTERNATIONAL PAPER CO	COM	460146103	3003	82500	SH	DEFINED	01
INTUIT	COM	461202103	1642	60000	SH	DEFINED	01
IONA TECHNOLOGIES PLC	ADR	46206P109	408	65000	SH	DEFINED	01
ISHARES TR	COM	464287564	18,527	180000	SH	DEFINED	01

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ITT CORP NEW	COM	450911102	2262	37500	SH	DEFINED	01
JABIL CIRCUIT INC	COM	466313103	867	40500	SH	DEFINED	01
JDS UNIPHASE CORP	COM	46612J507	514	33750	SH	DEFINED	01
JOHNSON + JOHNSON	COM	478160104	28925	480000	SH	DEFINED	01
JOHNSON CTLS INC	COM	478366107	3548	37500	SH	DEFINED	01
JPMORGAN CHASE + CO	COM	46625H100	27424	566850	SH	DEFINED	01
JUNIPER NETWORKS INC	COM	48203R104	1771	90000	SH	DEFINED	01
KB HOME	COM	48666K109	640	15000	SH	DEFINED	01
KELLOGG CO	COM	487836108	2006	39000	SH	DEFINED	01
KEYCORP NEW	COM	493267108	2529	67500	SH	DEFINED	01
KIMBERLY CLARK CORP	COM	494368103	4931	72000	SH	DEFINED	01
KLA TENCOR CORP	COM	482480100	1680	31500	SH	DEFINED	01
KOHL'S CORP	COM	500255104	4137	54000	SH	DEFINED	01
KROGER CO	COM	501044101	3263	115500	SH	DEFINED	01
L 3 COMMUNICATIONS HLDG CORP	COM	502424104	2230	25500	SH	DEFINED	01
LEGG MASON INC	COM	524901105	2473	26250	SH	DEFINED	01
LEHMAN BROTHERS HLDGS INC	COM	524908100	6341	90500	SH	DEFINED	01
LEXMARK INTL INC	COM	529771107	965	16500	SH	DEFINED	01
LG PHILIPS LCD CO LTD	COM	50186V102	3059	175000	SH	DEFINED	01
LIBERTY MEDIA CORP NEW	COM	53071M302	829	7500	SH	DEFINED	01
LILLY ELI + CO	COM	532457108	8459	157500	SH	DEFINED	01
LIMITED BRANDS INC	COM	532716107	1564	60000	SH	DEFINED	01
LINCOLN NATL CORP IN	COM	534187109	3305	48750	SH	DEFINED	01
LINEAR TECHNOLOGY CORP	COM	535678106	1658	52500	SH	DEFINED	01
LOCKHEED MARTIN CORP	COM	539830109	4657	48000	SH	DEFINED	01
LOEWS CORP	COM	540424108	3578	78750	SH	DEFINED	01
LOOPNET INC	COM	543524300	284	16591	SH	SOLE	
LOWES COS INC	COM	548661107	8077	256500	SH	DEFINED	01
LSI LOGIC CORP	COM	502161102	705	67500	SH	DEFINED	01
M + T BK CORP	COM	55261F104	1477	12750	SH	DEFINED	01
MARATHON OIL CORP	COM	565849106	6300	63750	SH	DEFINED	01
MARRIOTT INTL INC NEW	COM	571903202	3635	74250	SH	DEFINED	01
MARSH + MCLENNAN COS INC	COM	571748102	3075	105000	SH	DEFINED	01
MARSHALL + ILSLEY CORP	COM	571834100	2779	60000	SH	DEFINED	01
MASCO CORP	COM	574599106	1850	67500	SH	DEFINED	01
MATTEL INC	COM	577081102	1654	60000	SH	DEFINED	01
MAXIM INTEGRATED PRODS INC	COM	57772K101	1764	60000	SH	DEFINED	01
MBIA INC	COM	55262C100	1424	21750	SH	DEFINED	01
MCCORMICK + CO INC	COM	579780206	867	22500	SH	DEFINED	01
MCDONALDS CORP	COM	580135101	9798	217500	SH	DEFINED	01
MCGRAW HILL COS INC	COM	580645109	3961	63000	SH	DEFINED	01
MCKESSON CORP	COM	58155Q103	3073	52500	SH	DEFINED	01
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	3590	49500	SH	DEFINED	01
MEDIMMUNE INC	COM	584699102	1337	36750	SH	DEFINED	01
MEDTRONIC INC	COM	585055106	9824	200250	SH	DEFINED	01
MELLON FINL CORP	COM	58551A108	2750	63750	SH	DEFINED	01
MERCK + CO INC	COM	589331107	15934	360750	SH	DEFINED	01
MERRILL LYNCH + CO INC	COM	590188108	13010	159300	SH	DEFINED	01
METLIFE INC	COM	59156R108	7767	123000	SH	DEFINED	01
MICRON TECHNOLOGY INC	COM	595112103	1395	115500	SH	DEFINED	01
MICROSOFT CORP	COM	594918104	39715	1425000	SH	DEFINED	01
MOLEX INC	COM	608554101	846	30000	SH	DEFINED	01
MONSANTO CO NEW	COM	61166W101	4782	87000	SH	DEFINED	01
MONSTER WORLDWIDE INC	COM	611742107	995	21000	SH	DEFINED	01
MOODYS CORP	COM	615369105	2420	39000	SH	DEFINED	01
MORGAN STANLEY	COM	617446448	15831	201000	SH	DEFINED	01
MOTOROLA INC	COM	620076109	6891	390000	SH	DEFINED	01
NATIONAL CITY CORP	COM	635405103	3185	85500	SH	DEFINED	01
NATIONAL OILWELL VARCO INC	COM	637071101	2334	30000	SH	DEFINED	01
NATIONAL SEMICONDUCTOR CORP	COM	637640103	1322	54750	SH	DEFINED	01
NATUZZI S P A	ADR	63905A101	1482	181340	SH	DEFINED	01
NETWORK APPLIANCE INC	COM	64120L104	2027	55500	SH	DEFINED	01

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NEWELL RUBBERMAID INC	COM	651229106	1399	45000	SH	DEFINED	01
NEWMONT MNG CORP	COM	651639106	4094	97500	SH	DEFINED	01
NEWS CORP	COM	65248E203	8993	367500	SH	DEFINED	01
NIKE INC	COM	654106103	3985	37500	SH	DEFINED	01
NORDSTROM INC	COM	655664100	2184	41250	SH	DEFINED	01
NORFOLK SOUTHN CORP	COM	655844108	3416	67500	SH	DEFINED	01
NORTHERN TRUST CORP	COM	665859104	1759	29250	SH	DEFINED	01
NORTHROP GRUMMAN CORP	COM	666807102	4008	54000	SH	DEFINED	01
NOVELL INC	COM	670006105	390	54000	SH	DEFINED	01
NOVELLUS SYS INC	COM	670008101	624	19500	SH	DEFINED	01
NUCOR CORP	COM	670346105	3224	49500	SH	DEFINED	01
NVIDIA CORP	COM	670666G104	1770	61500	SH	DEFINED	01
OCCIDENTAL PETE CORP	COM	674599105	8136	165000	SH	DEFINED	01
OFFICE DEPOT INC	COM	676220106	1845	52500	SH	DEFINED	01
OMNICOM GROUP	COM	681919106	3547	34650	SH	DEFINED	01
ORACLE CORP	COM	68389X105	11694	645000	SH	DEFINED	01
ORBOTECH LTD	COM	M75253100	696	31590	SH	DEFINED	01
PACCAR INC	COM	693718108	3055	41625	SH	DEFINED	01
PARKER HANNIFIN CORP	COM	701094104	1683	19500	SH	DEFINED	01
PAYCHEX INC	COM	704326107	2414	63750	SH	DEFINED	01
PEABODY ENERGY CORP	COM	704549104	1962	48750	SH	DEFINED	01
PENNEY J C INC	COM	708160106	3820	46500	SH	DEFINED	01
PEPSI BOTTLING GROUP INC	COM	713409100	1196	37500	SH	DEFINED	01
PEPSICO INC	COM	713448108	17390	273600	SH	DEFINED	01
PETROLEO BRASILEIRO SA	ADR	71654V408	4478	45000	SH	DEFINED	01
PFIZER INC	COM	717081103	29441	1165500	SH	DEFINED	01
PG+E CORP	COM	69331C108	2679	55500	SH	DEFINED	01
PHOENIX COMPANIES	COM	71902E109	1413	101817	SH	SOLE	
PITNEY BOWES INC	COM	724479100	1702	37500	SH	DEFINED	01
PNC FINL SVCS GROUP INC	COM	693475105	4426	61500	SH	DEFINED	01
PPG INDS INC	COM	693506107	2109	30000	SH	DEFINED	01
PPL CORP	COM	69351T106	2454	60000	SH	DEFINED	01
PRAXAIR INC	COM	74005P104	3542	56250	SH	DEFINED	01
PRINCIPAL FINANCIAL GROUP	COM	74251V102	2559	42750	SH	DEFINED	01
PROCTER AND GAMBLE CO	COM	742718109	33348	528000	SH	DEFINED	01
PROGRESS ENERGY INC	COM	743263105	2421	48000	SH	DEFINED	01
PROGRESSIVE CORP OHIO	COM	743315103	2618	120000	SH	DEFINED	01
PRUDENTIAL FINL INC	COM	744320102	8123	90000	SH	DEFINED	01
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	3114	37500	SH	DEFINED	01
PULTE HOMES INC	COM	745867101	1032	39000	SH	DEFINED	01
QLOGIC CORP	COM	747277101	765	45000	SH	DEFINED	01
QUALCOMM INC	COM	747525103	10878	255000	SH	DEFINED	01
QUEST DIAGNOSTICS INC	COM	74834L100	1571	31500	SH	DEFINED	01
QUESTAR CORP	COM	748356102	1204	13500	SH	DEFINED	01
QWEST COMMUNICATIONS INTL INC	COM	749121109	2319	258000	SH	DEFINED	01
RAYTHEON CO	COM	755111507	3935	75000	SH	DEFINED	01
REALOGY CORP	COM	75605E100	1332	45000	SH	DEFINED	01
ROBERT HALF INTL INC	COM	770323103	1055	28500	SH	DEFINED	01
ROCKWELL AUTOMATION INC	COM	773903109	1796	30000	SH	DEFINED	01
ROCKWELL COLLINS INC	COM	774341101	1807	27000	SH	DEFINED	01
ROHM + HAAS CO	COM	775371107	1862	36000	SH	DEFINED	01
SAFECO CORP	COM	786429100	1295	19500	SH	DEFINED	01
SAFEWAY INC	COM	786514208	3023	82500	SH	DEFINED	01
SANDISK CORP	COM	80004C101	1380	31500	SH	DEFINED	01
SARA LEE CORP	COM	803111103	2411	142500	SH	DEFINED	01
SCHERING PLOUGH CORP	COM	806605101	5969	234000	SH	DEFINED	01
SCHWAB CHARLES CORP	COM	808513105	3539	193500	SH	DEFINED	01
SEARS HLDGS CORP	COM	812350106	2705	15015	SH	DEFINED	01
SEMPRA ENERGY	COM	816851109	2745	45000	SH	DEFINED	01
SIGMA ALDRICH	COM	826552101	996	24000	SH	DEFINED	01
SIMON PPTY GROUP INC NEW	COM	828806109	3838	34500	SH	DEFINED	01
SK TELECOM LTD	ADR	78440P108	2928	125000	SH	DEFINED	01

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SLM CORP	COM	78442P106	2699	66000	SH	DEFINED	01
SMITH INTL INC	COM	832110100	1586	33000	SH	DEFINED	01
SOHU COM INC	COM	83408W103	10715	500000	SH	DEFINED	01
SOUTHERN CO	COM	842587107	4838	132000	SH	DEFINED	01
SOUTHWEST AIRLS CO	COM	844741108	1985	135000	SH	DEFINED	01
SPECTRA ENERGY CORP	COM	847560109	2660	101250	SH	DEFINED	01
SPRINT NEXTEL CORP	COM	852061100	8816	465000	SH	DEFINED	01
ST JUDE MED INC	COM	790849103	2905	77250	SH	DEFINED	01
STANLEY WORKS	COM	854616109	747	13500	SH	DEFINED	01
STAPLES INC	COM	855030102	3760	145500	SH	DEFINED	01
STARBUCKS CORP	COM	855244109	4045	129000	SH	DEFINED	01
STARWOOD HOTELS + RESORTS INC	COM	85590A401	2821	43500	SH	DEFINED	01
STATE STREET CORPORATION	COM	857477103	3497	54000	SH	DEFINED	01
STRYKER CORP	COM	863667101	3084	46500	SH	DEFINED	01
SUN MICROSYSTEMS INC	COM	866810104	3245	540000	SH	DEFINED	01
SUNTRUST BKS INC	COM	867914103	5294	63750	SH	DEFINED	01
SUPERVALU INC	COM	868536103	1465	37500	SH	DEFINED	01
SYMANTEC CORP	COM	871503108	2595	150000	SH	DEFINED	01
SYNOVUS FINL CORP	COM	87161C105	2231	69000	SH	DEFINED	01
SYSCO CORP	COM	871829107	2791	82500	SH	DEFINED	01
TAIWAN GTR CHINA FD	COM	874037104	635	100855	SH	DEFINED	01
TARGET CORP	COM	87612E106	8445	142500	SH	DEFINED	01
TELE NORTE LESTE PARTICIPACOES	ADR	879246106	215	15500	SH	DEFINED	01
TELEFONOS DE MEXICO S A	ADR	879403780	3874	116000	SH	DEFINED	01
TELEFONOS DE MEXICO S A	ADR	879403707	3139	95000	SH	DEFINED	01
TELLABS INC	COM	879664100	891	90000	SH	DEFINED	01
TEMPLE INLAND INC	COM	879868107	1075	18000	SH	DEFINED	01
TENET HEALTHCARE CORP	COM	88033G100	482	75000	SH	DEFINED	01
TERADYNE INC	COM	880770102	521	31500	SH	DEFINED	01
TEXAS INSTRS INC	COM	882508104	7450	247500	SH	DEFINED	01
TEXTRON INC	COM	883203101	2627	29250	SH	DEFINED	01
THERMO FISHER SCIENTIFIC INC	COM	883556102	3436	73500	SH	DEFINED	01
TIFFANY + CO NEW	COM	886547108	1023	22500	SH	DEFINED	01
TIME WARNER INC NEW	COM	887317105	13459	682500	SH	DEFINED	01
TJX COS INC NEW	COM	872540109	2143	79500	SH	DEFINED	01
TRAVELERS COS INC	COM	89417E109	5824	112500	SH	DEFINED	01
TRIBUNE CO NEW	COM	896047107	1108	34500	SH	DEFINED	01
TXU CORP	COM	873168108	5577	87000	SH	DEFINED	01
UNION PAC CORP	COM	907818108	4113	40500	SH	DEFINED	01
UNITED PARCEL SVC INC	COM	911312106	12092	172500	SH	DEFINED	01
UNITED STS STL CORP NEW	COM	912909108	1190	12000	SH	DEFINED	01
UNITED TECHNOLOGIES CORP	COM	913017109	11408	175500	SH	DEFINED	01
UNITEDHEALTH GROUP INC	COM	91324P102	12443	234900	SH	DEFINED	01
UNUM GROUP	COM	91529Y106	1530	66450	SH	DEFINED	01
US BANCORP DEL	COM	902973304	9993	285750	SH	DEFINED	01
UST INC	COM	902911106	870	15000	SH	DEFINED	01
VALERO ENERGY CORP	COM	91913Y100	6771	105000	SH	DEFINED	01
VERISIGN INC	COM	92343E102	980	39000	SH	DEFINED	01
VERIZON COMMUNICATIONS	COM	92343V104	17292	456000	SH	DEFINED	01
VIACOM INC NEW	COM	92553P201	4779	116250	SH	DEFINED	01
VULCAN MATLS CO	COM	929160109	1747	15000	SH	DEFINED	01
WACHOVIA CORP 2ND NEW	COM	929903102	17498	317851	SH	DEFINED	01
WAL MART STORES INC	COM	931142103	19085	406500	SH	DEFINED	01
WALGREEN CO	COM	931422109	7297	159000	SH	DEFINED	01
WASHINGTON MUT INC	COM	939322103	6057	150000	SH	DEFINED	01
WASTE MGMT INC DEL	COM	94106L109	2994	87000	SH	DEFINED	01
WELLPOINT INC	COM	94973V107	9610	118500	SH	DEFINED	01
WELLS FARGO + CO NEW	COM	949746101	18076	525000	SH	DEFINED	01
WENDYS INTL INC	COM	950590109	587	18750	SH	DEFINED	01
WESTERN UN CO	COM	959802109	3128	142500	SH	DEFINED	01
WEYERHAEUSER CO	COM	962166104	2859	38250	SH	DEFINED	01
WHIRLPOOL CORP	COM	963320106	1019	12000	SH	DEFINED	01



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WHOLE FOODS MKT INC	COM	966837106	1076	24000	SH	DEFINED	01
WILLIAMS COS INC	COM	969457100	2561	90000	SH	DEFINED	01
WINDSTREAM CORP	COM	97381W104	1037	70564	SH	DEFINED	01
WRIGLEY WM JR CO	COM	982526105	1757	34500	SH	DEFINED	01
WYETH	COM	983024100	10882	217500	SH	DEFINED	01
WYNDHAM WORLDWIDE CORP	COM	98310W108	1229	36000	SH	DEFINED	01
XCEL ENERGY INC	COM	98389B100	1481	60000	SH	DEFINED	01
XEROX CORP	COM	984121103	2432	144000	SH	DEFINED	01
XILINX INC	COM	983919101	1370	53250	SH	DEFINED	01
XTO ENERGY INC	COM	98385X106	3286	59949	SH	DEFINED	01
YAHOO INC	COM	984332106	6500	207750	SH	DEFINED	01
YUM BRANDS INC	COM	988498101	2513	43500	SH	DEFINED	01
ZIMMER HOLDINGS INC	COM	98956P102	3331	39000	SH	DEFINED	01
ZIONS BANCORP	COM	989701107	2979	35250	SH	DEFINED	01

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