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BP PLC  
Form 13F-HR  
February 10, 2004

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2003

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                      09 Feb 2004  
-----  
[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  
28-\_\_\_\_\_

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## Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	1	
Form 13F Information Table Entry Total:	363	
Form 13F Information Table Value Total:	\$ 1,098,764	
	(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  
 DECEMBER 31, 2003

ISSUER	TITLE OF CLASS	CUSIP	MARKET VALUE (USD 000)	SHARES /PRN AMT	SH/ PRN	INVESTMENT DISCRETION	MANAGERS
1ST DATA CPUSD0.01	COM	319963104	4,520	110,000	SH	DEFINED	01
3COM CORP	COM	885535104	327	40,000	SH	DEFINED	01
3M	COM	88579Y101	7,228	85,000	SH	DEFINED	01
5TH 3RD BANCO NPV	COM	316773100	4,078	69,000	SH	DEFINED	01
ABBOTT LABS	COM	002824100	7,689	165,000	SH	DEFINED	01
ADOBE SYSTEMS	COM	00724F101	1,179	30,000	SH	DEFINED	01
AETNA NEW	COM	00817Y108	1,561	23,100	SH	DEFINED	01
AFLAC	COM	001055102	2,533	70,000	SH	DEFINED	01
AIR PROD&CHEM	COM	009158106	1,321	25,000	SH	DEFINED	01
ALBERTSON'S	COM	013104104	793	35,000	SH	DEFINED	01
ALCOA INC	COM	013817101	3,990	105,000	SH	DEFINED	01
ALLOS THERAPEUTICS COM	COM	019777101	159	44,172	SH	SOLE	
ALLSTATE CORP	COM	020002101	3,657	85,000	SH	DEFINED	01
ALLTEL	COM	020039103	1,537	33,000	SH	DEFINED	01
ALTERA CP	COM	021441100	908	40,000	SH	DEFINED	01
ALTRIA GRP INC	COM	02209S103	11,700	215,000	SH	DEFINED	01
AMAZON COM	COM	023135106	2,106	40,000	SH	DEFINED	01

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AMBAC FIN	COM	023139108	694	10,000	SH	DEFINED	01
AMDOCS	COM	G02602103	562	25,000	SH	DEFINED	01
AMER ELEC	COM	025537101	1,220	40,000	SH	DEFINED	01
AMER INT GRP	COM	026874107	19,553	295,000	SH	DEFINED	01
AMER MOV ADR20	ADR	02364W105	2,700	100,000	SH	DEFINED	01
AMER MOV ADR20	ADR	02364W204	1,722	63,000	SH	DEFINED	01
AMER POWER	COM	029066107	489	20,000	SH	DEFINED	01
AMEREN CRP	COM	023608102	1,610	35,000	SH	DEFINED	01
AMERICAN EXPRESS	COM	025816109	6,873	142,500	SH	DEFINED	01
AMGEN	COM	031162100	9,764	158,000	SH	DEFINED	01
AMSOUTH BANCORP	COM	032165102	858	35,000	SH	DEFINED	01
ANADARKO PET	COM	032511107	1,530	30,000	SH	DEFINED	01
ANALOG DEVICES	COM	032654105	1,826	40,000	SH	DEFINED	01
ANHEUSER BUSCH	COM	035229103	5,527	104,920	SH	DEFINED	01
ANTHEM INC	COM	03674B104	1,125	15,000	SH	DEFINED	01
APACHE CP	COM	037411105	1,703	21,000	SH	DEFINED	01
APOLLO GP 'A' NPV	COM	037604105	884	13,000	SH	DEFINED	01
APP MATERIAL	COM	038222105	4,445	198,000	SH	DEFINED	01
APPLE COM NPV	COM	037833100	855	40,000	SH	DEFINED	01
APPLERA BIOSYS	COM	038020103	414	20,000	SH	DEFINED	01
ARAC CEL ADR B PRF	ADR	038496204	498	14,200	SH	DEFINED	01
ARGLNT TECH	COM	00846U101	1,462	50,000	SH	DEFINED	01
AT&T CORP	COM	001957505	1,683	82,909	SH	DEFINED	01
AT&T WIRELESS	COM	00209A106	2,157	270,000	SH	DEFINED	01
AUTO DATA\$0.10	COM	053015103	3,208	81,000	SH	DEFINED	01
AVON PRODS	COM	054303102	2,025	30,000	SH	DEFINED	01
BAKBONE SOFTWARE	COM	057101107	297	107,949	SH	SOLE	
BAKER HUGHES\$1	COM	057224107	1,206	37,500	SH	DEFINED	01
BANK ONE CP	COM	06423A103	5,471	120,000	SH	DEFINED	01
BAXTER INTL	COM	071813109	2,014	66,000	SH	DEFINED	01
BB&T CP USD5	COM	054937107	1,932	50,000	SH	DEFINED	01
BEA SYSTEM\$0.001	COM	073325102	830	67,500	SH	DEFINED	01
BECT DICKIN USD1	COM	075887109	1,029	25,000	SH	DEFINED	01
BED BATH&BYND\$0.01	COM	075896100	1,084	25,000	SH	DEFINED	01
BELLSOUTH	COM	079860102	5,519	195,000	SH	DEFINED	01
BERKSHIRE HATH 'A'	COM	084670108	8,846	105	SH	DEFINED	01
BEST BUY!0.10	COM	086516101	1,959	37,500	SH	DEFINED	01
BK NEWYORK\$7.50	COM	064057102	3,146	95,000	SH	DEFINED	01
BK OF AMER(TOK)	COM	060505104	15,282	190,000	SH	DEFINED	01
BLACOMDECKER	COM	091797100	1,480	30,000	SH	DEFINED	01
BLOCK (H&R) NPV	COM	093671105	997	18,000	SH	DEFINED	01
BMC SOFTWARE	COM	055921100	466	25,000	SH	DEFINED	01
BOEING	COM	097023105	3,708	88,000	SH	DEFINED	01
BOSTON SCIEN \$0.01	COM	101137107	2,426	66,000	SH	DEFINED	01
BRLNGTN RES USD.01	COM	122014103	1,661	30,000	SH	DEFINED	01
BROADCOM	COM	111320107	716	21,000	SH	DEFINED	01
BRSTL-MYER SQ!0.10	COM	110122108	5,560	194,400	SH	DEFINED	01
BURLINGTON NTH SAN	COM	12189T104	1,229	38,000	SH	DEFINED	01
CAP1 FINL	COM	14040H105	919	15,000	SH	DEFINED	01
CARDINAL HLTH NPV	COM	14149Y108	2,752	45,000	SH	DEFINED	01
CARSO GBL SPN.ADR	ADR	14574P107	448	160,000	SH	DEFINED	01
CATERPILLAR	COM	149123101	3,694	44,500	SH	DEFINED	01
CEMX ADR 5 CPO	ADR	151290889	4,151	158,450	SH	DEFINED	01
CENDANT\$0.01	COM	151313103	3,118	140,000	SH	DEFINED	01
CERIDIAN	COM	15677T106	628	30,000	SH	DEFINED	01
CHEVRONTEXACO	COM	166751107	10,803	125,050	SH	DEFINED	01
CHUBB CORP!1	COM	171232101	1,022	15,000	SH	DEFINED	01
CIA BEBDS ADR	ADR	20441W203	383	15,000	SH	DEFINED	01
CIENA CP\$0.01	COM	171779101	332	50,000	SH	DEFINED	01
CIGNA CP	COM	125509109	978	17,000	SH	DEFINED	01
CINERGY\$0.01	COM	172474108	854	22,000	SH	DEFINED	01
CISCO SYSTEMS	COM	17275R102	17,003	700,000	SH	DEFINED	01

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CITIGROUP USD0.01	COM	172967101	28,380	584,669	SH	DEFINED	01
CLEAR CHANNL	COM	184502102	2,810	60,000	SH	DEFINED	01
CNTRPNT ENRGY	COM	19041P105	494	51,000	SH	DEFINED	01
COCA COLA!0.25	COM	191216100	12,434	245,000	SH	DEFINED	01
COCA-COLA ENT\$1	COM	191219104	875	40,000	SH	DEFINED	01
COLGATE-PALMOLIVE	COM	194162103	3,153	63,000	SH	DEFINED	01
COMCAST CORP (NEW)	COM	20030N200	4,379	140,000	SH	DEFINED	01
COMCAST'A'	COM	20030N101	3,943	119,955	SH	DEFINED	01
COMERCIA INC	COM	200340107	1,233	22,000	SH	DEFINED	01
COMP ASOC INT	COM	204912109	1,394	51,000	SH	DEFINED	01
COMP BAN	COM	20449H109	590	15,000	SH	DEFINED	01
COMP SCIENCES\$1	COM	205363104	885	20,000	SH	DEFINED	01
COMVERSE TEC	COM	205862402	528	30,000	SH	DEFINED	01
CONOCOPHILLIPS	COM	20825C104	5,252	80,100	SH	DEFINED	01
CONSL EDISON!0.10	COM	209115104	860	20,000	SH	DEFINED	01
CORNING\$0.50	COM	219350105	1,408	135,000	SH	DEFINED	01
COSTCO WHLESLE	COM	22160K105	1,859	50,000	SH	DEFINED	01
COUNTRYWIDE CDT	COM	222372104	1,517	20,000	SH	DEFINED	01
COX COMM'A'\$1	COM	224044107	1,034	30,000	SH	DEFINED	01
CRNVL CORP	COM	143658300	2,582	65,000	SH	DEFINED	01
CSX CORP	COM	126408103	1,222	34,000	SH	DEFINED	01
CVS CORP	COM	126650100	1,806	50,000	SH	DEFINED	01
DANAHER 0.01	COM	235851102	1,193	13,000	SH	DEFINED	01
DARDEN RESTCSN	COM	237194105	421	20,000	SH	DEFINED	01
DEERE&CO	COM	244199105	1,724	26,500	SH	DEFINED	01
DELL	COM	247025109	9,764	287,500	SH	DEFINED	01
DELPHI	COM	247126105	613	60,000	SH	DEFINED	01
DEVON ENERGY	COM	25179M103	2,434	42,500	SH	DEFINED	01
DOLLAR GEN!0.50	COM	256669102	971	46,250	SH	DEFINED	01
DOMINION RES (VIRG)	COM	257470104	2,362	37,000	SH	DEFINED	01
DOVER CORP!1	COM	260003108	795	20,000	SH	DEFINED	01
DOW CHEM	COM	260543103	4,431	106,600	SH	DEFINED	01
DSL.NET INC	COM	262506108	328	546,486	SH	SOLE	
DTE ENRGY	COM	233331107	749	19,000	SH	DEFINED	01
DU PONT	COM	263534109	5,277	115,000	SH	DEFINED	01
DUKE ENGY NPV	COM	264399106	2,761	135,000	SH	DEFINED	01
EATON CORP	COM	278058102	1,296	12,000	SH	DEFINED	01
EBAY IUSD0.01	COM	278642103	2,971	46,000	SH	DEFINED	01
ECOLAB \$1	COM	278865100	1,095	40,000	SH	DEFINED	01
EL PASO CP	COM	28368B102	655	80,000	SH	DEFINED	01
ELE DTA SYS\$0.01	COM	285661104	1,350	55,000	SH	DEFINED	01
ELEC ARTS	COM	285512109	1,433	30,000	SH	DEFINED	01
EMC MASS USD0.01	COM	268648102	3,101	240,000	SH	DEFINED	01
EMERSON ELEC\$1	COM	291011104	2,914	45,000	SH	DEFINED	01
ENGELHARD CP	COM	292845104	899	30,000	SH	DEFINED	01
ENTERGY\$0.01	COM	29364G103	2,000	35,000	SH	DEFINED	01
EXELON	COM	30161N101	2,654	40,000	SH	DEFINED	01
EXP SCRIPTS\$0.01'A	COM	302182100	531	8,000	SH	DEFINED	01
EXXON MOB	COM	30231G102	29,725	725,000	SH	DEFINED	01
FANNIE MAE	COM	313586109	7,506	100,000	SH	DEFINED	01
FED DEPMRT	COM	31410H101	943	20,000	SH	DEFINED	01
FEDEX CORP	COM	31428X106	1,890	28,000	SH	DEFINED	01
FIRST ENERGY USD.1	COM	337932107	1,408	40,000	SH	DEFINED	01
FISERV	COM	337738108	790	20,000	SH	DEFINED	01
FLEET BSTN FINL	COM	339030108	4,758	109,000	SH	DEFINED	01
FLEXTRONICS\$0.01	COM	Y2573F102	787	53,000	SH	DEFINED	01
FLUOR	COM	343861100	595	15,000	SH	DEFINED	01
FOM ECON ADR	ADR	344419106	1,106	30,000	SH	DEFINED	01
FORD MTR	COM	345370860	2,720	170,000	SH	DEFINED	01
FOREST LABS	COM	345838106	3,090	50,000	SH	DEFINED	01
FOX ENT GRP'A'	COM	35138T107	1,020	35,000	SH	DEFINED	01
FPL GR\$0.01	COM	302571104	1,963	30,000	SH	DEFINED	01

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FRANKLIN RES	COM	354613101	1,562	30,000	SH	DEFINED	01
FRED MAC USD0.21	COM	313400301	4,403	75,500	SH	DEFINED	01
GANNETT	COM	364730101	3,923	44,000	SH	DEFINED	01
GAP INC\$0.05	COM	364760108	1,973	85,000	SH	DEFINED	01
GEN DYN	COM	369550108	1,808	20,000	SH	DEFINED	01
GEN ELEC	COM	369604103	30,980	1,000,000	SH	DEFINED	01
GEN MOTORS	COM	370442832	2,804	52,500	SH	DEFINED	01
GENENTECH	COM	368710406	2,105	22,500	SH	DEFINED	01
GENERAL MLS\$0.1	COM	370334104	2,265	50,000	SH	DEFINED	01
GENUNE PRIS	COM	372460105	432	13,000	SH	DEFINED	01
GEORGIA PAC\$0.80	COM	373298108	1,104	36,000	SH	DEFINED	01
GILEAD SCIE 0.001	COM	375558103	1,570	27,000	SH	DEFINED	01
GILLETTE CO\$1	COM	375766102	3,673	100,000	SH	DEFINED	01
GLBSANFE CORP	COM	G3930E101	521	21,000	SH	DEFINED	01
GLD SACHS	COM	38141G104	3,209	32,500	SH	DEFINED	01
GNZYM	COM	372917104	1,234	25,000	SH	DEFINED	01
GOLDEN WEST\$0.10	COM	381317106	2,064	20,000	SH	DEFINED	01
GPO CARSO SPN.ADR	ADR	400485207	681	100,000	SH	DEFINED	01
GRAINGER\$0.50	COM	384802104	711	15,000	SH	DEFINED	01
GRUPO TELE SP GDR	GDR	40049J206	1,794	45,000	SH	DEFINED	01
GUIDNT CRP NPV	COM	401698105	1,686	28,000	SH	DEFINED	01
HALLIBRTON	COM	406216101	1,300	50,000	SH	DEFINED	01
HARLEY DAVID!0.01	COM	412822108	1,830	38,500	SH	DEFINED	01
HARRAHS ENT\$0.10	COM	413619107	572	11,500	SH	DEFINED	01
HARTFORD FINL USD	COM	416515104	1,594	27,000	SH	DEFINED	01
HASBRO	COM	418056107	426	20,000	SH	DEFINED	01
HCA INC	COM	404119109	2,127	49,500	SH	DEFINED	01
HEINZ (HJ)	COM	423074103	1,366	37,500	SH	DEFINED	01
HELL TELECOM ADS	COM	423325307	186	27,778	SH	DEFINED	01
HENRY SCHEIN NPV	COM	806407102	338	5,000	SH	DEFINED	01
HERSHEY FOODS\$1	COM	427866108	770	10,000	SH	DEFINED	01
HEWLETT-PKARD	COM	428236103	7,695	335,000	SH	DEFINED	01
HIBERNIA'A'NPV	COM	428656102	870	37,000	SH	DEFINED	01
HILTON HOTELS\$2.50	COM	432848109	857	50,000	SH	DEFINED	01
HNYWELL INTL	COM	438516106	3,009	90,000	SH	DEFINED	01
HOME DEPOT!0.05	COM	437076102	9,085	256,000	SH	DEFINED	01
HUGHES ELEC	COM	444418107	1,090	65,857	SH	DEFINED	01
IBM	COM	459200101	16,590	179,000	SH	DEFINED	01
ILL TOOL NPV	COM	452308109	3,356	40,000	SH	DEFINED	01
IMS HEALTH USD	COM	449934108	746	30,000	SH	DEFINED	01
INDIA FUND	COM	454089103	6,010	238,483	SH	DEFINED	01
INGRSL-RND'A'	COM	G4776G101	1,901	28,000	SH	DEFINED	01
INT PAPER !1	COM	460146103	2,328	54,000	SH	DEFINED	01
INTEL	COM	458140100	20,930	650,000	SH	DEFINED	01
INTUIT 0.01	COM	461202103	1,333	25,200	SH	DEFINED	01
IONA TECH ADR	ADR	46206P109	317	65,000	SH	DEFINED	01
ISHS C&S RLTY IDX	COM	715680104	7,426	70,000	SH	DEFINED	01
ITT INDUST	COM	450911102	1,484	20,000	SH	DEFINED	01
JABIL CIRCT	COM	466313103	566	20,000	SH	DEFINED	01
JDS UNIPHASE CRP	COM	46612J101	511	140,000	SH	DEFINED	01
JOHNSN CNTL\$0.1666	COM	478366107	1,742	15,000	SH	DEFINED	01
JOHNSN&JOHNSN	COM	478160104	15,498	300,000	SH	DEFINED	01
JP MORGAN CHASE	COM	46625H100	8,026	218,500	SH	DEFINED	01
JUNIPER NTRWK	COM	48203R104	841	45,000	SH	DEFINED	01
KB HOME	COM	48666K109	725	10,000	SH	DEFINED	01
KELLOGG\$0.25	COM	487836108	1,618	42,500	SH	DEFINED	01
KERR-MCGEE\$1	COM	492386107	1,395	30,000	SH	DEFINED	01
KEYCORP\$1	COM	493267108	1,319	45,000	SH	DEFINED	01
KIMBERLY-CL	COM	494368103	2,836	48,000	SH	DEFINED	01
KLA TENCOR	COM	482480100	1,232	21,000	SH	DEFINED	01
KOHL'S CORP	COM	500255104	2,467	54,900	SH	DEFINED	01
KRFT FDS INC'A'	COM	50075N104	1,450	45,000	SH	DEFINED	01

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KROGER\$1	COM	501044101	1,758	95,000	SH	DEFINED	01
LASON SYS\$0.01	COM	51808R107	--	1,824	SH	DEFINED	01
LEHMAN BROS!0.10	COM	524908100	2,471	32,000	SH	DEFINED	01
LENNAR\$0.10	COM	526057104	720	7,500	SH	DEFINED	01
LEXMARK INTL'A'\$	COM	529771107	1,180	15,000	SH	DEFINED	01
LIBERTY MED CORP	COM	530718105	2,973	250,080	SH	DEFINED	01
LILLY ELI	COM	532457108	8,615	122,500	SH	DEFINED	01
LINCOLN NATL	COM	534187109	807	20,000	SH	DEFINED	01
LINEAR TECH NPV	COM	535678106	1,472	35,000	SH	DEFINED	01
LOCK MARTIN	COM	539830109	2,467	48,000	SH	DEFINED	01
LOWE'S COS\$0.50	COM	548661107	5,207	94,000	SH	DEFINED	01
LSI LOGIC	COM	502161102	399	45,000	SH	DEFINED	01
LTD BRNDS INC	COM	532716107	902	50,000	SH	DEFINED	01
LUCENT TECH\$0.01	COM	549463107	1,250	440,000	SH	DEFINED	01
MARATHON OIL	COM	565849106	1,489	45,000	SH	DEFINED	01
MARRIOTT INT'A'	COM	571903202	1,848	40,000	SH	DEFINED	01
MARSH&MCLN	COM	571748102	3,927	82,000	SH	DEFINED	01
MASCO CORPN\$1	COM	574599106	1,645	60,000	SH	DEFINED	01
MATAV RT ADS	COM	576561104	2,807	150,000	SH	DEFINED	01
MATTEL INC\$1	COM	577081102	771	40,000	SH	DEFINED	01
MAXIM INTER USD	COM	57772K101	1,843	37,000	SH	DEFINED	01
MBIA INC	COM	55262C100	888	15,000	SH	DEFINED	01
MBNA	COM	55262L100	3,852	155,000	SH	DEFINED	01
MCCORMICK NV NPV	COM	579780206	452	15,000	SH	DEFINED	01
MCDONALD'S	COM	580135101	3,228	130,000	SH	DEFINED	01
MCGRAW HILL\$1	COM	580645109	1,608	23,000	SH	DEFINED	01
MCKESSON CORP	COM	58155Q103	1,286	40,000	SH	DEFINED	01
MDCHLTH SLTN	COM	58405U102	689	20,270	SH	DEFINED	01
MEADWESTVACO	COM	583334107	595	20,000	SH	DEFINED	01
MEDIMMUNE	COM	584699102	1,207	47,500	SH	DEFINED	01
MEDTRONIC INC\$0.10	COM	585055106	6,903	142,000	SH	DEFINED	01
MELLON FINL	COM	58551A108	1,750	54,500	SH	DEFINED	01
MERC BKS\$S\$2	COM	587405101	319	7,000	SH	DEFINED	01
MERCK&CO NPV	COM	589331107	8,316	180,000	SH	DEFINED	01
MERRIL LYNCH	COM	590188108	5,542	94,500	SH	DEFINED	01
METLIFE INC	COM	59156R108	2,189	65,000	SH	DEFINED	01
MGN ST	COM	617446448	7,031	121,500	SH	DEFINED	01
MICRON TECH	COM	595112103	1,212	90,000	SH	DEFINED	01
MICROSOFT	COM	594918104	30,845	1,120,000	SH	DEFINED	01
MILLNUM PHARM	COM	599902103	653	35,000	SH	DEFINED	01
MOLEX	COM	608554101	523	15,000	SH	DEFINED	01
MOODYS	COM	615369105	1,968	32,500	SH	DEFINED	01
MOTOROLA	COM	620076109	3,482	247,500	SH	DEFINED	01
MYLAN LABS	COM	628530107	1,263	50,000	SH	DEFINED	01
N.FORK BANC	COM	659424105	2,651	65,500	SH	DEFINED	01
NAT CITY CORP	COM	635405103	2,206	65,000	SH	DEFINED	01
NAT SEMICON\$0.50	COM	637640103	788	20,000	SH	DEFINED	01
NATUZZI ADR	ADR	456478106	1,828	181,340	SH	DEFINED	01
NEWELL RUBBERMAID	COM	651229106	342	15,000	SH	DEFINED	01
NEWMONT\$1.60	COM	651639106	2,187	45,000	SH	DEFINED	01
NEWS CP ADR	ADR	652487802	223	7,365	SH	DEFINED	01
NEXTL COMM INC	COM	65332V103	3,367	120,000	SH	DEFINED	01
NIKE'B'NPV	COM	654106103	1,712	25,000	SH	DEFINED	01
NORFOLK S.\$1	COM	655844108	1,183	50,000	SH	DEFINED	01
NRTHN TST	COM	665859104	928	20,000	SH	DEFINED	01
NRTHROP GRUM	COM	666807102	2,008	21,000	SH	DEFINED	01
NY TIMES	COM	650111107	693	14,500	SH	DEFINED	01
OMNICOM!0.50	COM	681919106	2,629	30,100	SH	DEFINED	01
ORACLE CP\$0.01	COM	68389X105	7,326	555,000	SH	DEFINED	01
ORBOTECH	COM	M75253100	1,495	62,500	SH	DEFINED	01
OXFORD HEALTH	COM	691471106	609	14,000	SH	DEFINED	01
P G&E	COM	69331C108	1,805	65,000	SH	DEFINED	01

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PAYCHEX	COM	704326107	2,046	55,000	SH	DEFINED	01
PENNEY (JC) CO	COM	708160106	920	35,000	SH	DEFINED	01
PEOPLESFT 0.01	COM	712713106	1,596	70,000	SH	DEFINED	01
PEPSICO	COM	713448108	9,086	194,900	SH	DEFINED	01
PFIZER	COM	717081103	30,907	874,800	SH	DEFINED	01
PHELPS DODGE\$6.25	COM	717265102	1,522	20,000	SH	DEFINED	01
PHOENIX COS INC NEW	COM	71902E109	1,226	101,817	SH	SOLE	
PITNEY BOWES	COM	724479100	1,016	25,000	SH	DEFINED	01
PPG INDS\$1 2/3	COM	693506107	1,280	20,000	SH	DEFINED	01
PPL CP	COM	69351T106	1,969	45,000	SH	DEFINED	01
PRAXAIR\$0.01	COM	74005P104	1,413	37,000	SH	DEFINED	01
PRGRSS ENRGY	COM	743263105	1,222	27,000	SH	DEFINED	01
PRINCIPAL FIN	COM	74251V102	1,157	35,000	SH	DEFINED	01
PRINCIPAL FINANCIAL GROUP	COM	74251V102	342	10,354	SH	SOLE	
PRKM SFW GDR RGS	GDR	743394207	814	35,000	SH	DEFINED	01
PROCTR&GMBLE	COM	742718109	14,982	150,000	SH	DEFINED	01
PRUDENT FINANCIAL	COM	744320102	1,420	34,000	SH	DEFINED	01
PTRLBRAS ADS	COM	71654V408	439	15,000	SH	DEFINED	01
PUBLIC SERV NPV	COM	744573106	1,095	25,000	SH	DEFINED	01
PULTE HOMES!0.01	COM	745867101	702	7,500	SH	DEFINED	01
QUALCOMM	COM	747525103	4,584	85,000	SH	DEFINED	01
QUST DIAGNSTC	COM	74834L100	621	8,500	SH	DEFINED	01
QWEST COMM USD0.01	COM	749121109	778	180,000	SH	DEFINED	01
RAYTHEON CO	COM	755111507	1,352	45,000	SH	DEFINED	01
RCKWLL CLLNS	COM	774341101	601	20,000	SH	DEFINED	01
ROCKWELL AUTO	COM	773903109	712	20,000	SH	DEFINED	01
ROHM&HAAS	COM	775371107	854	20,000	SH	DEFINED	01
SAFEWAY INC\$0.01	COM	786514208	986	45,000	SH	DEFINED	01
SANMINA CORP	COM	800907107	883	70,000	SH	DEFINED	01
SARA LEE	COM	803111103	1,628	75,000	SH	DEFINED	01
SBC COMM\$1	COM	78387G103	9,125	350,000	SH	DEFINED	01
SCHERING-PLOUGH	COM	806605101	2,382	137,000	SH	DEFINED	01
SCHLMBGR!1	COM	806857108	3,830	70,000	SH	DEFINED	01
SHWAB CHARL\$0.01	COM	808513105	1,776	150,000	SH	DEFINED	01
SEARS ROE!0.75	COM	812387108	1,365	30,000	SH	DEFINED	01
SEMPRA ENER NPV	COM	816851109	902	30,000	SH	DEFINED	01
SIEBEL SYS\$0.001	COM	826170102	832	60,000	SH	DEFINED	01
SIGMA ALDRICH\$1	COM	826552101	457	8,000	SH	DEFINED	01
SLM CORP	COM	78442P106	2,713	72,000	SH	DEFINED	01
SOLECTRON 0.001	COM	834182107	577	97,550	SH	DEFINED	01
SOUTHERN CO\$5	COM	842587107	2,420	80,000	SH	DEFINED	01
SPRINT CR (PCS GRP)	COM	852061506	562	100,000	SH	DEFINED	01
SPRINT\$2.50	COM	852061100	1,642	100,000	SH	DEFINED	01
SPX	COM	784635104	794	13,500	SH	DEFINED	01
ST PAUL COS NPV	COM	792860108	1,388	35,000	SH	DEFINED	01
STAPLES USD	COM	855030102	2,075	76,000	SH	DEFINED	01
STARBUCK NPV	COM	855244109	1,818	55,000	SH	DEFINED	01
STARWD HOTELS'B'	COM	85590A203	1,043	29,000	SH	DEFINED	01
STATE ST CP\$1	COM	857477103	1,875	36,000	SH	DEFINED	01
STET HELL TEL ADR	ADR	859823106	751	57,737	SH	DEFINED	01
STRYKER CORP\$0.10	COM	863667101	1,275	15,000	SH	DEFINED	01
SUN MICRO	COM	866810104	1,572	350,000	SH	DEFINED	01
SW AIR\$1	COM	844741108	1,453	90,000	SH	DEFINED	01
SYNOVUS FNCL	COM	87161C105	1,504	52,000	SH	DEFINED	01
SYSCO CORP\$1	COM	871829107	2,606	70,000	SH	DEFINED	01
TARGET CP	COM	87612E106	3,533	92,000	SH	DEFINED	01
TEFNDS MEX ADR	ADR	879403707	4,455	135,000	SH	DEFINED	01
TELE MEX ADS	COM	879403780	2,411	73,000	SH	DEFINED	01
TEMCOM-INLAND\$1	COM	879868107	627	10,000	SH	DEFINED	01
TENET HLTH	COM	88033G103	883	55,000	SH	DEFINED	01
TERADYNE	COM	880770102	509	20,000	SH	DEFINED	01
TEXAS INSTS\$1	COM	882508104	5,876	200,000	SH	DEFINED	01

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TEXTRON INC\$0.125	COM	883203101	1,141	20,000	SH	DEFINED	01
TIME WARNER	COM	887315109	8,455	470,000	SH	DEFINED	01
TJX CO!1	COM	872540109	1,764	80,000	SH	DEFINED	01
TRANSOCN INC	COM	G90078109	960	40,000	SH	DEFINED	01
TRAV PROP CAS'B'	COM	89420G406	1,697	99,990	SH	DEFINED	01
TRIBUNE (DEL)NPV	COM	896047107	2,219	43,000	SH	DEFINED	01
TV AZTECA ADS	COM	901145102	288	31,600	SH	DEFINED	01
TXU CORP	COM	873168108	1,364	57,500	SH	DEFINED	01
TYCO INT LD	COM	902124106	5,963	225,000	SH	DEFINED	01
UNION PAC CORP	COM	907818108	2,397	34,500	SH	DEFINED	01
UNISYS CP	COM	909214108	446	30,000	SH	DEFINED	01
UNITEDHEALTH GRP	COM	910581107	5,411	93,000	SH	DEFINED	01
UPS'B'	COM	911312106	2,945	39,500	SH	DEFINED	01
US BANCORP	COM	917292104	6,194	208,000	SH	DEFINED	01
UST INC (DEL)\$0.50	COM	902911106	696	19,500	SH	DEFINED	01
UTD TECH	COM	913017109	5,449	57,500	SH	DEFINED	01
VA LINUX SYSTEMS	COM	91819B105	202	51,609	SH	SOLE	
VARIAN MED SYST	COM	92220P105	484	7,000	SH	DEFINED	01
VERITAS SFTWRE NPV	COM	923436109	1,672	45,000	SH	DEFINED	01
VERIZON COMM	COM	92343V104	9,612	274,000	SH	DEFINED	01
VIACOM N.VTG'B'	COM	925524308	8,876	200,000	SH	DEFINED	01
W.DISNEY HDS DIS	COM	254687106	5,179	222,000	SH	DEFINED	01
WACHOVIA CRP USD	COM	929903102	8,246	177,000	SH	DEFINED	01
WAL MART STRS\$0.10	COM	931142103	18,568	350,000	SH	DEFINED	01
WALGREEN	COM	931422109	4,002	110,000	SH	DEFINED	01
WASH MUT	COM	939322103	4,092	102,000	SH	DEFINED	01
WASTE MGMT	COM	94106L109	2,812	95,000	SH	DEFINED	01
WELLPOINT\$0.01	COM	94973H108	1,891	19,500	SH	DEFINED	01
WELLS FARGO	COM	949746101	10,600	180,000	SH	DEFINED	01
WEYERHAEUSER	COM	962166104	1,888	29,500	SH	DEFINED	01
WHIRLPOOL CORP!	COM	963320106	581	8,000	SH	DEFINED	01
WYETH	COM	983024100	5,519	130,000	SH	DEFINED	01
X1LINUX!0.01	COM	983919101	1,550	40,000	SH	DEFINED	01
XEROX CORP!1	COM	984121103	1,173	85,000	SH	DEFINED	01
YAHOO INC	COM	984332106	2,259	50,000	SH	DEFINED	01
ZIMMER HOLDINGS	COM	98956P102	2,112	30,000	SH	DEFINED	01
TOTAL			1,098,764				