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BP PLC
Form 13F-HR
August 12, 2008

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, 2008

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 7TH August 2008

[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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28-_____

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: \$ 2,721,379

 (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, 2008

| ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES /PRN AMT | SH/PRN | INVESTMENT DISCRETION | MANAG |
|----------------------------|----------------|-----------|-----------------|-----------------|--------|-----------------------|-------|
| 3M CO | COM | 88579Y101 | 10566 | 152000 | SH | DEFINED | 01 |
| ABBOTT LABS | COM | 002824100 | 18765 | 355000 | SH | DEFINED | 01 |
| ABERCROMBIE + FITCH CO | COM | 002896207 | 1128 | 18000 | SH | DEFINED | 01 |
| ACE LTD | COM | G0070K103 | 5171 | 94000 | SH | DEFINED | 01 |
| ADOBE SYS INC | COM | 00724F101 | 5701 | 145000 | SH | DEFINED | 01 |
| ADVANCED MICRO DEVICES INC | COM | 007903107 | 662 | 114000 | SH | DEFINED | 01 |
| AES CORP | COM | 00130H105 | 2856 | 149000 | SH | DEFINED | 01 |
| AETNA INC | COM | 00817Y108 | 2917 | 72000 | SH | DEFINED | 01 |
| AFLAC INC | COM | 001055102 | 7659 | 122100 | SH | DEFINED | 01 |
| AGILENT TECHNOLOGIES INC | COM | 00846U101 | 2873 | 81000 | SH | DEFINED | 01 |
| AIR PRODS + CHEMS INC | COM | 009158106 | 5923 | 60000 | SH | DEFINED | 01 |
| ALCOA INC | COM | 013817101 | 7195 | 202000 | SH | DEFINED | 01 |
| ALLEGHENY ENERGY INC | COM | 017361106 | 3207 | 64000 | SH | DEFINED | 01 |
| ALLEGHENY TECHNOLOGIES INC | COM | 01741R102 | 2250 | 38000 | SH | DEFINED | 01 |
| ALLSTATE CORP | COM | 020002101 | 6735 | 148000 | SH | DEFINED | 01 |
| ALTERA CORP | COM | 021441100 | 1780 | 86000 | SH | DEFINED | 01 |
| ALTRIA GROUP INC | COM | 02209S103 | 11655 | 568000 | SH | DEFINED | 01 |

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|-------------------------------|-----|-----------|-------|---------|----|---------|----|
| AMAZON COM INC | COM | 023135106 | 4762 | 65000 | SH | DEFINED | 01 |
| AMEREN CORP | COM | 023608102 | 1815 | 43000 | SH | DEFINED | 01 |
| AMERICA MOVIL S A DE C V | ADR | 02364W204 | 15273 | 300000 | SH | DEFINED | 01 |
| AMERICA MOVIL SAB DE CV | ADR | 02364W105 | 5272 | 100000 | SH | DEFINED | 01 |
| AMERICAN ELEC PWR INC | COM | 025537101 | 5019 | 125000 | SH | DEFINED | 01 |
| AMERICAN EXPRESS CO | COM | 025816109 | 10010 | 266000 | SH | DEFINED | 01 |
| AMERICAN INTL GROUP INC | COM | 026874107 | 14588 | 553000 | SH | DEFINED | 01 |
| AMERICAN TOWER CORP | COM | 029912201 | 3797 | 90000 | SH | DEFINED | 01 |
| AMERIPRISE FINL INC | COM | 03076C106 | 1667 | 41000 | SH | DEFINED | 01 |
| AMERISOURCEBERGEN CORP | COM | 03073E105 | 1559 | 39000 | SH | DEFINED | 01 |
| AMGEN INC | COM | 031162100 | 11035 | 234000 | SH | DEFINED | 01 |
| ANADARKO PETE CORP | COM | 032511107 | 8083 | 108000 | SH | DEFINED | 01 |
| ANALOG DEVICES INC | COM | 032654105 | 2096 | 66000 | SH | DEFINED | 01 |
| ANHEUSER BUSCH COS INC | COM | 035229103 | 9689 | 156000 | SH | DEFINED | 01 |
| AON CORP | COM | 037389103 | 4223 | 92000 | SH | DEFINED | 01 |
| APACHE CORP | COM | 037411105 | 10003 | 72000 | SH | DEFINED | 01 |
| APOLLO GROUP INC | COM | 037604105 | 1505 | 34000 | SH | DEFINED | 01 |
| APPLE INC | COM | 037833100 | 29637 | 177000 | SH | DEFINED | 01 |
| APPLIED MATERIALS INC | COM | 038222105 | 6414 | 336000 | SH | DEFINED | 01 |
| ARACRUZ CELULOSE S A | ADR | 038496204 | 202 | 2750 | SH | DEFINED | 01 |
| ARCH CAP GROUP LTD | COM | G0450A105 | 2600 | 39200 | SH | DEFINED | 01 |
| ARCHER DANIELS MIDLAND CO | COM | 039483102 | 6199 | 184000 | SH | DEFINED | 01 |
| ASSURANT INC | COM | 04621X108 | 2704 | 41000 | SH | DEFINED | 01 |
| AT+T INC | COM | 00206R102 | 46186 | 1375000 | SH | DEFINED | 01 |
| AUTOMATIC DATA PROCESSING INC | COM | 053015103 | 4819 | 115000 | SH | DEFINED | 01 |
| AVON PRODS INC | COM | 054303102 | 4575 | 127000 | SH | DEFINED | 01 |
| BAKER HUGHES INC | COM | 057224107 | 7412 | 85000 | SH | DEFINED | 01 |
| BANCO BRADESCO SA | ADR | 059460303 | 2144 | 105000 | SH | DEFINED | 01 |
| BANCO ITAU S A | ADR | 059602201 | 1269 | 62500 | SH | DEFINED | 01 |
| BANK AMER CORP | COM | 060505104 | 20965 | 882000 | SH | DEFINED | 01 |
| BANK NEW YORK MELLON CORP | COM | 064058100 | 11078 | 293000 | SH | DEFINED | 01 |
| BARD C R INC | COM | 067383109 | 2023 | 23000 | SH | DEFINED | 01 |
| BAXTER INTL INC | COM | 071813109 | 11623 | 182000 | SH | DEFINED | 01 |
| BB+T CORP | COM | 054937107 | 2662 | 117000 | SH | DEFINED | 01 |
| BECTON DICKINSON + CO | COM | 075887109 | 4307 | 53000 | SH | DEFINED | 01 |
| BED BATH + BEYOND INC | COM | 075896100 | 1602 | 57000 | SH | DEFINED | 01 |
| BEST BUY CO INC | COM | 086516101 | 3083 | 78000 | SH | DEFINED | 01 |
| BIOGEN IDEC INC | COM | 09062X103 | 3628 | 65000 | SH | DEFINED | 01 |
| BLACK + DECKER CORPORATION | COM | 091797100 | 863 | 15000 | SH | DEFINED | 01 |
| BLOCK H + R INC | COM | 093671105 | 1540 | 72000 | SH | DEFINED | 01 |
| BMC SOFTWARE INC | COM | 055921100 | 2694 | 75000 | SH | DEFINED | 01 |
| BOEING CO | COM | 097023105 | 11894 | 181000 | SH | DEFINED | 01 |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 9911 | 483000 | SH | DEFINED | 01 |
| BROADCOM CORP | COM | 111320107 | 2647 | 97000 | SH | DEFINED | 01 |
| BURLINGTON NORTHN SANTA FE | COM | 12189T104 | 6483 | 65000 | SH | DEFINED | 01 |
| C H ROBINSON WORLDWIDE INC | COM | 12541W209 | 2138 | 39000 | SH | DEFINED | 01 |
| CA INC | COM | 12673P105 | 2050 | 89000 | SH | DEFINED | 01 |
| CAPITAL ONE FINL CORP | COM | 14040H105 | 3038 | 80000 | SH | DEFINED | 01 |
| CARDINAL HEALTH INC | COM | 14149Y108 | 3914 | 76000 | SH | DEFINED | 01 |
| CARNIVAL CORP | COM | 143658300 | 2930 | 89000 | SH | DEFINED | 01 |
| CATERPILLAR INC | COM | 149123101 | 11132 | 151000 | SH | DEFINED | 01 |
| CB RICHARD ELLIS GROUP INC | COM | 12497T101 | 825 | 43000 | SH | DEFINED | 01 |
| CBS CORP CLASS B | COM | 124857202 | 2879 | 148000 | SH | DEFINED | 01 |
| CELGENE CORP | COM | 151020104 | 8105 | 127000 | SH | DEFINED | 01 |
| CEMEX S.A.B DE C.C ADR | ADR | 151290889 | 6653 | 269788 | SH | DEFINED | 01 |
| CENTERPOINT ENERGY INC | COM | 15189T107 | 1940 | 121000 | SH | DEFINED | 01 |
| CENTEX CORP | COM | 152312104 | 427 | 32000 | SH | DEFINED | 01 |
| CHESAPEAKE ENERGY CORP | COM | 165167107 | 7025 | 106500 | SH | DEFINED | 01 |
| CHEVRON CORP | COM | 166764100 | 47035 | 475000 | SH | DEFINED | 01 |
| CHUBB CORP | COM | 171232101 | 3970 | 81000 | SH | DEFINED | 01 |
| CISCO SYS INC | COM | 17275R102 | 32262 | 1387000 | SH | DEFINED | 01 |
| CITIGROUP INC | COM | 172967101 | 18693 | 1120000 | SH | DEFINED | 01 |

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|--------------------------------|-----|-----------|--------|---------|----|---------|----|
| CITIZENS COMMUNICATIONS CO | COM | 17453B101 | 1121 | 99000 | SH | DEFINED | 01 |
| CITRIX SYS INC | COM | 177376100 | 1541 | 52531 | SH | DEFINED | 01 |
| CME GROUP INC | COM | 12572Q105 | 4215 | 11000 | SH | DEFINED | 01 |
| COACH INC | COM | 189754104 | 2883 | 100000 | SH | DEFINED | 01 |
| COCA COLA CO | COM | 191216100 | 22300 | 430000 | SH | DEFINED | 01 |
| COCA COLA ENTERPRISES INC | COM | 191219104 | 1107 | 64000 | SH | DEFINED | 01 |
| COGNIZANT TECHNOLOGY SOLUTIONS | COM | 192446102 | 4063 | 125000 | SH | DEFINED | 01 |
| COLGATE PALMOLIVE CO | COM | 194162103 | 8697 | 126000 | SH | DEFINED | 01 |
| COMCAST CORP NEW | COM | 20030N101 | 12368 | 653000 | SH | DEFINED | 01 |
| COMERICA INC | COM | 200340107 | 897 | 35000 | SH | DEFINED | 01 |
| COMPANHIA DE BEBIDAS DAS AMERS | ADR | 20441W203 | 822 | 13000 | SH | DEFINED | 01 |
| COMPANHIA SIDERURGICA NATL | ADR | 20440W105 | 1450 | 32700 | SH | DEFINED | 01 |
| COMPANHIA VALE DO RIO DOCE | ADR | 204412209 | 6798 | 190000 | SH | DEFINED | 01 |
| COMPUTER SCIENCES CORP | COM | 205363104 | 1824 | 39000 | SH | DEFINED | 01 |
| CONAGRA INC | COM | 205887102 | 3027 | 157000 | SH | DEFINED | 01 |
| CONOCOPHILLIPS | COM | 20825C104 | 30891 | 328000 | SH | DEFINED | 01 |
| CONSOL ENERGY INC | COM | 20854P109 | 2919 | 26000 | SH | DEFINED | 01 |
| CONSTELLATION ENERGY GROUP INC | COM | 210371100 | 4343 | 53000 | SH | DEFINED | 01 |
| CORNING INC | COM | 219350105 | 8990 | 390000 | SH | DEFINED | 01 |
| COSTCO WHSL CORP NEW | COM | 22160K105 | 5193 | 74000 | SH | DEFINED | 01 |
| COVENTRY HEALTH CARE INC | COM | 222862104 | 1916 | 63000 | SH | DEFINED | 01 |
| COVIDIEN LTD | COM | G2552X108 | 6990 | 146000 | SH | DEFINED | 01 |
| CSX CORP | COM | 126408103 | 5887 | 94000 | SH | DEFINED | 01 |
| CUMMINS INC | COM | 231021106 | 2943 | 45000 | SH | DEFINED | 01 |
| CVS CAREMARK CORP | COM | 126650100 | 13476 | 341000 | SH | DEFINED | 01 |
| D R HORTON INC | COM | 23331A109 | 693 | 64000 | SH | DEFINED | 01 |
| DANAHER CORP | COM | 235851102 | 5562 | 72000 | SH | DEFINED | 01 |
| DEERE + CO | COM | 244199105 | 6852 | 95000 | SH | DEFINED | 01 |
| DELL INC | COM | 24702R101 | 7224 | 330000 | SH | DEFINED | 01 |
| DENISON MINES CORP | COM | 248356107 | 266 | 30240 | SH | DEFINED | 01 |
| DEVON ENERGY CORPORATION NEW | COM | 25179M103 | 11523 | 96000 | SH | DEFINED | 01 |
| DIRECTV GROUP INC | COM | 25459L106 | 5413 | 209000 | SH | DEFINED | 01 |
| DISNEY WALT CO | COM | 254687106 | 13964 | 448000 | SH | DEFINED | 01 |
| DOMINION RES INC VA NEW | COM | 25746U109 | 4411 | 93000 | SH | DEFINED | 01 |
| DONNELLEY R R + SONS CO | COM | 257867101 | 1930 | 65000 | SH | DEFINED | 01 |
| DOVER CORP | COM | 260003108 | 2078 | 43000 | SH | DEFINED | 01 |
| DOW CHEM CO | COM | 260543103 | 7497 | 215000 | SH | DEFINED | 01 |
| DTE ENERGY CO | COM | 233331107 | 1652 | 39000 | SH | DEFINED | 01 |
| DU PONT E I DE NEMOURS + CO | COM | 263534109 | 8829 | 206000 | SH | DEFINED | 01 |
| DUKE ENERGY HLDG CORP | COM | 26441C105 | 5989 | 345000 | SH | DEFINED | 01 |
| DYNEGY INC DEL | COM | 26817G102 | 1281 | 150000 | SH | DEFINED | 01 |
| EASTMAN KODAK CO | COM | 277461109 | 835 | 58000 | SH | DEFINED | 01 |
| EBAY INC | COM | 278642103 | 7783 | 285000 | SH | DEFINED | 01 |
| ECOLAB INC | COM | 278865100 | 3346 | 78000 | SH | DEFINED | 01 |
| EDISON INTL | COM | 281020107 | 4773 | 93000 | SH | DEFINED | 01 |
| EL PASO CORP | COM | 28336L109 | 4822 | 222000 | SH | DEFINED | 01 |
| ELECTRONIC ARTS INC | COM | 285512109 | 3687 | 83000 | SH | DEFINED | 01 |
| EMBARQ CORP | COM | 29078E105 | 2127 | 45000 | SH | DEFINED | 01 |
| EMBRAER EMPRESA BRASILEIRA DE | ADR | 29081M102 | 265 | 10000 | SH | DEFINED | 01 |
| EMC CORP | COM | 268648102 | 6602 | 450000 | SH | DEFINED | 01 |
| EMERSON ELEC CO | COM | 291011104 | 9485 | 192000 | SH | DEFINED | 01 |
| ENTERGY CORP NEW | COM | 29364G103 | 5051 | 42000 | SH | DEFINED | 01 |
| EOG RESOURCES INC | COM | 26875P101 | 7610 | 58000 | SH | DEFINED | 01 |
| EQUIFAX INC | COM | 294429105 | 2185 | 65000 | SH | DEFINED | 01 |
| EQUITY RESIDENTIAL | ADR | 29476L107 | 2180 | 57000 | SH | DEFINED | 01 |
| EXELON CORP | COM | 30161N101 | 14201 | 158000 | SH | DEFINED | 01 |
| EXPRESS SCRIPTS INC | COM | 302182100 | 5269 | 84000 | SH | DEFINED | 01 |
| EXXON MOBIL CORP | COM | 30231G102 | 105408 | 1200000 | SH | DEFINED | 01 |
| FAIRPOINT COMMUNICATIONS INC | COM | 305560104 | 80 | 11145 | SH | DEFINED | 01 |
| FEDERAL NATL MTG ASSN | COM | 313586109 | 3900 | 200000 | SH | DEFINED | 01 |
| FEDEX CORP | COM | 31428X106 | 5032 | 64000 | SH | DEFINED | 01 |
| FIFTH THIRD BANCORP | COM | 316773100 | 1184 | 116000 | SH | DEFINED | 01 |

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| FIRST HORIZON NATL CORP | COM | 320517105 | 259 | 35000 | SH | DEFINED | 01 |
| FIRSTENERGY CORP | COM | 337932107 | 6662 | 81000 | SH | DEFINED | 01 |
| FISERV INC | COM | 337738108 | 2853 | 63000 | SH | DEFINED | 01 |
| FLUOR CORP NEW | COM | 343412102 | 4830 | 26000 | SH | DEFINED | 01 |
| FOCUS MEDIA HLDG LTD | ADR | 34415V109 | 5534 | 200000 | SH | DEFINED | 01 |
| FOMENTO ECONOMICO MEXICANO SAB | ADR | 344419106 | 5055 | 111300 | SH | DEFINED | 01 |
| FORD MTR CO DEL | COM | 345370860 | 1408 | 292738 | SH | DEFINED | 01 |
| FOREST LABS INC | COM | 345838106 | 2397 | 69000 | SH | DEFINED | 01 |
| FOSTER WHEELER LTD | COM | G36535139 | 2406 | 33000 | SH | DEFINED | 01 |
| FPL GROUP INC | COM | 302571104 | 7009 | 107000 | SH | DEFINED | 01 |
| FRANKLIN RES INC | COM | 354613101 | 3666 | 40000 | SH | DEFINED | 01 |
| FREEPORT MCMORAN COPPER + GOLD | COM | 35671D857 | 9726 | 83000 | SH | DEFINED | 01 |
| GAP INC | COM | 364760108 | 2746 | 165000 | SH | DEFINED | 01 |
| GENERAL DYNAMICS CORP | COM | 369550108 | 8495 | 101000 | SH | DEFINED | 01 |
| GENERAL ELEC CO | COM | 369604103 | 59539 | 2240000 | SH | DEFINED | 01 |
| GENERAL MLS INC | COM | 370334104 | 4430 | 73000 | SH | DEFINED | 01 |
| GENERAL MTRS CORP | COM | 370442105 | 1292 | 113000 | SH | DEFINED | 01 |
| GENUINE PARTS CO | COM | 372460105 | 1349 | 34000 | SH | DEFINED | 01 |
| GENZYME CORP | COM | 372917104 | 4600 | 64000 | SH | DEFINED | 01 |
| GILEAD SCIENCES INC | COM | 375558103 | 12434 | 235000 | SH | DEFINED | 01 |
| GOLDMAN SACHS GROUP INC | COM | 38141G104 | 14826 | 85000 | SH | DEFINED | 01 |
| GOOGLE INC | COM | 38259P508 | 23697 | 45000 | SH | DEFINED | 01 |
| GRAINGER W W INC | COM | 384802104 | 2288 | 28000 | SH | DEFINED | 01 |
| GRUPO TELEVISION SA DE CV | ADR | 40049J206 | 3655 | 155000 | SH | DEFINED | 01 |
| HALLIBURTON CO | COM | 406216101 | 14321 | 270000 | SH | DEFINED | 01 |
| HARLEY DAVIDSON INC | COM | 412822108 | 1956 | 54000 | SH | DEFINED | 01 |
| HARMAN INTL INDS INC NEW | COM | 413086109 | 620 | 15000 | SH | DEFINED | 01 |
| HARSCO CORP | COM | 415864107 | 1224 | 22500 | SH | DEFINED | 01 |
| HARTFORD FINANCIAL SVCS GRP | COM | 416515104 | 3093 | 48000 | SH | DEFINED | 01 |
| HASBRO INC | COM | 418056107 | 1214 | 34000 | SH | DEFINED | 01 |
| HEINZ H J CO | COM | 423074103 | 4397 | 92000 | SH | DEFINED | 01 |
| HELLENIC TELECOMMUNICATIONS | ADR | 423325307 | 330 | 27778 | SH | DEFINED | 01 |
| HERSHEY CO / THE | COM | 427866108 | 1245 | 38000 | SH | DEFINED | 01 |
| HESS CORP | COM | 42809H107 | 10221 | 81000 | SH | DEFINED | 01 |
| HEWLETT PACKARD CO | COM | 428236103 | 25634 | 581000 | SH | DEFINED | 01 |
| HOME DEPOT INC | COM | 437076102 | 10746 | 460000 | SH | DEFINED | 01 |
| HONEYWELL INTL INC | COM | 438516106 | 9190 | 183000 | SH | DEFINED | 01 |
| HOSPIRA INC | COM | 441060100 | 1444 | 36000 | SH | DEFINED | 01 |
| IAC INTERACTIVECORP | COM | 44919P300 | 1234 | 64000 | SH | DEFINED | 01 |
| ILLINOIS TOOL WKS INC | COM | 452308109 | 5796 | 122000 | SH | DEFINED | 01 |
| INGERSOLL RAND COMPANY LIMITED | COM | G4776G101 | 3520 | 94050 | SH | DEFINED | 01 |
| INTEL CORP | COM | 458140100 | 29320 | 1365000 | SH | DEFINED | 01 |
| INTERCONTINENTAL EXCHANGE INC | COM | 45865V100 | 144565 | 1268111 | SH | SOLE | 01 |
| INTERCONTINENTALEXCHANGE INC | COM | 45865V100 | 1710 | 15000 | SH | DEFINED | 01 |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 37741 | 319000 | SH | DEFINED | 01 |
| INTERNATIONAL GAME TECHNOLOGY | COM | 459902102 | 2245 | 90000 | SH | DEFINED | 01 |
| INTERNATIONAL PAPER CO | COM | 460146103 | 2257 | 97000 | SH | DEFINED | 01 |
| INTUIT | COM | 461202103 | 2065 | 75000 | SH | DEFINED | 01 |
| ION GEOPHYSICAL CORP | COM | 462044108 | 1396 | 80000 | SH | DEFINED | 01 |
| IONA TECHNOLOGIES PLC | ADR | 46206P109 | 256 | 65000 | SH | DEFINED | 01 |
| ISHARES TR | COM | 464287564 | 17233 | 232000 | SH | DEFINED | 01 |
| ITT CORP NEW | COM | 450911102 | 4492 | 71000 | SH | DEFINED | 01 |
| J C PENNEY INC | COM | 708160106 | 2104 | 58000 | SH | DEFINED | 01 |
| JOHNSON + JOHNSON | COM | 478160104 | 43189 | 672000 | SH | DEFINED | 01 |
| JOHNSON CTLS INC | COM | 478366107 | 3864 | 135000 | SH | DEFINED | 01 |
| JOY GLOBAL INC | COM | 481165108 | 2047 | 27000 | SH | DEFINED | 01 |
| JPMORGAN CHASE + CO | COM | 46625H100 | 27482 | 801000 | SH | DEFINED | 01 |
| JUNIPER NETWORKS INC | COM | 48203R104 | 2524 | 114000 | SH | DEFINED | 01 |
| KB HOME | COM | 48666K109 | 321 | 19000 | SH | DEFINED | 01 |
| KELLOGG CO | COM | 487836108 | 2782 | 58000 | SH | DEFINED | 01 |
| KEYCORP NEW | COM | 493267108 | 975 | 89000 | SH | DEFINED | 01 |
| KIMBERLY CLARK CORP | COM | 494368103 | 5,439 | 91000 | SH | DEFINED | 01 |

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|------------------------------|-----|-----------|-------|---------|----|---------|----|
| KLA TENCOR CORP | COM | 482480100 | 1466 | 36000 | SH | DEFINED | 01 |
| KOHL'S CORP | COM | 500255104 | 2996 | 75000 | SH | DEFINED | 01 |
| KRAFT FOODS INC | COM | 50075N104 | 9189 | 323000 | SH | DEFINED | 01 |
| KROGER CO | COM | 501044101 | 4182 | 145000 | SH | DEFINED | 01 |
| L 3 COMMUNICATIONS HLDG CORP | COM | 502424104 | 3544 | 39000 | SH | DEFINED | 01 |
| LEUCADIA NATL CORP | COM | 527288104 | 2201 | 47000 | SH | DEFINED | 01 |
| LG DISPLAY CO LTD | ADR | 50186V102 | 3269 | 175000 | SH | DEFINED | 01 |
| LIBERTY MEDIA CORP NEW | COM | 53071M500 | 871 | 36000 | SH | DEFINED | 01 |
| LIBERTY MEDIA CORP NEW | COM | 53071M302 | 144 | 10000 | SH | DEFINED | 01 |
| LILLY ELI + CO | COM | 532457108 | 9817 | 213000 | SH | DEFINED | 01 |
| LINCOLN NATL CORP IN | COM | 534187109 | 3753 | 83000 | SH | DEFINED | 01 |
| LINEAR TECHNOLOGY CORP | COM | 535678106 | 2213 | 68000 | SH | DEFINED | 01 |
| LOCKHEED MARTIN CORP | COM | 539830109 | 8575 | 87000 | SH | DEFINED | 01 |
| LOEWS CORP | COM | 540424108 | 3055 | 65147 | SH | DEFINED | 01 |
| LORILLARD INC | COM | 544147101 | 3714 | 53797 | SH | DEFINED | 01 |
| LOWES COS INC | COM | 548661107 | 6517 | 315000 | SH | DEFINED | 01 |
| M + T BK CORP | COM | 55261F104 | 1199 | 17000 | SH | DEFINED | 01 |
| MACYS INC | COM | 55616P104 | 2614 | 135000 | SH | DEFINED | 01 |
| MARATHON OIL CORP | COM | 565849106 | 10005 | 193000 | SH | DEFINED | 01 |
| MARRIOTT INTL INC NEW | COM | 571903202 | 2230 | 85000 | SH | DEFINED | 01 |
| MARSH + MCLENNAN COS INC | COM | 571748102 | 4376 | 165000 | SH | DEFINED | 01 |
| MARSHALL + ILSLEY CORP NEW | COM | 571837103 | 842 | 55000 | SH | DEFINED | 01 |
| MASCO CORP | COM | 574599106 | 1320 | 84000 | SH | DEFINED | 01 |
| MATTEL INC | COM | 577081102 | 1421 | 83000 | SH | DEFINED | 01 |
| MCDONALDS CORP | COM | 580135101 | 15949 | 284000 | SH | DEFINED | 01 |
| MCGRAW HILL COS INC | COM | 580645109 | 2764 | 69000 | SH | DEFINED | 01 |
| MCKESSON CORP | COM | 58155Q103 | 3574 | 64000 | SH | DEFINED | 01 |
| MEDCO HEALTH SOLUTIONS INC | COM | 58405U102 | 6698 | 142000 | SH | DEFINED | 01 |
| MEDTRONIC INC | COM | 585055106 | 12553 | 243000 | SH | DEFINED | 01 |
| MEMC ELECTR MATLS INC | COM | 552715104 | 4306 | 70000 | SH | DEFINED | 01 |
| MERCK + CO INC | COM | 589331107 | 19223 | 510579 | SH | DEFINED | 01 |
| MERRILL LYNCH + CO INC | COM | 590188108 | 6585 | 208000 | SH | DEFINED | 01 |
| METLIFE INC | COM | 59156R108 | 10269 | 195000 | SH | DEFINED | 01 |
| METROPCS COMMUNICATIONS INC | COM | 591708102 | 46588 | 2630613 | SH | SOLE | 01 |
| MICRON TECHNOLOGY INC | COM | 595112103 | 1076 | 180000 | SH | DEFINED | 01 |
| MICROSOFT CORP | COM | 594918104 | 49582 | 1801000 | SH | DEFINED | 01 |
| MONSANTO CO NEW | COM | 61166W101 | 15009 | 119000 | SH | DEFINED | 01 |
| MORGAN STANLEY | COM | 617446448 | 8537 | 237000 | SH | DEFINED | 01 |
| MOTOROLA INC | COM | 620076109 | 3589 | 489000 | SH | DEFINED | 01 |
| MURPHY OIL CORP | COM | 626717102 | 4410 | 45000 | SH | DEFINED | 01 |
| NATIONAL CITY CORP | COM | 635405103 | 562 | 118000 | SH | DEFINED | 01 |
| NATIONAL OILWELL VARCO INC | COM | 637071101 | 7985 | 90000 | SH | DEFINED | 01 |
| NETAPP INC | COM | 64110D104 | 1666 | 77000 | SH | DEFINED | 01 |
| NEW ORIENTAL ED + TECHNOLOGY | ADR | 647581107 | 5826 | 100000 | SH | DEFINED | 01 |
| NEWMONT MNG CORP | COM | 651639106 | 7504 | 144000 | SH | DEFINED | 01 |
| NEWS CORP | COM | 65248E203 | 8738 | 570000 | SH | DEFINED | 01 |
| NIKE INC | COM | 654106103 | 6139 | 103000 | SH | DEFINED | 01 |
| NOBLE CORPORATION | COM | G65422100 | 4018 | 62000 | SH | DEFINED | 01 |
| NORDSTROM INC | COM | 655664100 | 1424 | 47000 | SH | DEFINED | 01 |
| NORFOLK SOUTHN CORP | COM | 655844108 | 5133 | 82000 | SH | DEFINED | 01 |
| NORTHERN TRUST CORP | COM | 665859104 | 3973 | 58000 | SH | DEFINED | 01 |
| NORTHROP GRUMMAN CORP | COM | 666807102 | 4884 | 73000 | SH | DEFINED | 01 |
| NOVELL INC | COM | 670006105 | 412 | 70000 | SH | DEFINED | 01 |
| NUCOR CORP | COM | 670346105 | 6347 | 85000 | SH | DEFINED | 01 |
| NVIDIA CORP | COM | 67066G104 | 2239 | 120000 | SH | DEFINED | 01 |
| NYSE EURONEXT | COM | 629491101 | 2935 | 58000 | SH | DEFINED | 01 |
| OCCIDENTAL PETE CORP | COM | 674599105 | 18495 | 206000 | SH | DEFINED | 01 |
| OMNICOM GROUP | COM | 681919106 | 4250 | 95000 | SH | DEFINED | 01 |
| ORACLE CORP | COM | 68389X105 | 20370 | 970000 | SH | DEFINED | 01 |
| PACCAR INC | COM | 693718108 | 3346 | 80000 | SH | DEFINED | 01 |
| PARKER HANNIFIN CORP | COM | 701094104 | 2635 | 37000 | SH | DEFINED | 01 |
| PAYCHEX INC | COM | 704326107 | 2221 | 71000 | SH | DEFINED | 01 |

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|--------------------------------|-----|-----------|-------|---------|----|---------|----|
| PEABODY ENERGY CORP | COM | 704549104 | 7481 | 85000 | SH | DEFINED | 01 |
| PEPSI BOTTLING GROUP INC | COM | 713409100 | 1088 | 39000 | SH | DEFINED | 01 |
| PEPSICO INC | COM | 713448108 | 22507 | 354000 | SH | DEFINED | 01 |
| PETROLEO BRASILEIRO SA | ADR | 71654V408 | 8490 | 120000 | SH | DEFINED | 01 |
| PFIZER INC | COM | 717081103 | 24308 | 1393000 | SH | DEFINED | 01 |
| PG+E CORP | COM | 69331C108 | 4243 | 107000 | SH | DEFINED | 01 |
| PHILIP MORRIS INTL ORD SHR | COM | 718172109 | 24803 | 503000 | SH | DEFINED | 01 |
| PHOENIX COMPANIES | COM | 71902E109 | 775 | 101817 | SH | SOLE | |
| PITNEY BOWES INC | COM | 724479100 | 1667 | 49000 | SH | DEFINED | 01 |
| PNC FINL SVCS GROUP INC | COM | 693475105 | 5414 | 95000 | SH | DEFINED | 01 |
| PPG INDS INC | COM | 693506107 | 2063 | 36000 | SH | DEFINED | 01 |
| PPL CORP | COM | 69351T106 | 4181 | 80000 | SH | DEFINED | 01 |
| PRAXAIR INC | COM | 74005P104 | 8942 | 95000 | SH | DEFINED | 01 |
| PRICE T ROWE GROUP INC | COM | 74144T108 | 3328 | 59000 | SH | DEFINED | 01 |
| PRINCIPAL FINANCIAL GROUP | COM | 74251V102 | 3438 | 82000 | SH | DEFINED | 01 |
| PROCTER AND GAMBLE CO | COM | 742718109 | 42801 | 705000 | SH | DEFINED | 01 |
| PROGRESS ENERGY INC | COM | 743263105 | 2382 | 57000 | SH | DEFINED | 01 |
| PROGRESSIVE CORP OHIO | COM | 743315103 | 2841 | 152000 | SH | DEFINED | 01 |
| PRUDENTIAL FINL INC | COM | 744320102 | 3689 | 62000 | SH | DEFINED | 01 |
| PUBLIC SVC ENTERPRISE GROUP | COM | 744573106 | 4731 | 103000 | SH | DEFINED | 01 |
| PULTE HOMES INC | COM | 745867101 | 452 | 47000 | SH | DEFINED | 01 |
| QUALCOMM INC | COM | 747525103 | 17970 | 405000 | SH | DEFINED | 01 |
| QUEST DIAGNOSTICS INC | COM | 74834L100 | 1742 | 36000 | SH | DEFINED | 01 |
| QUESTAR CORP | COM | 748356102 | 3760 | 53000 | SH | DEFINED | 01 |
| RAYTHEON CO | COM | 755111507 | 6406 | 114000 | SH | DEFINED | 01 |
| ROCKWELL AUTOMATION INC | COM | 773903109 | 1353 | 31000 | SH | DEFINED | 01 |
| ROCKWELL COLLINS INC | COM | 774341101 | 1676 | 35000 | SH | DEFINED | 01 |
| ROHM + HAAS CO | COM | 775371107 | 1254 | 27000 | SH | DEFINED | 01 |
| SAFECO CORP | COM | 786429100 | 1343 | 20000 | SH | DEFINED | 01 |
| SAFEWAY INC | COM | 786514208 | 2598 | 91000 | SH | DEFINED | 01 |
| SANDISK CORP | COM | 80004C101 | 1870 | 100000 | SH | DEFINED | 01 |
| SARA LEE CORP | COM | 803111103 | 1957 | 160000 | SH | DEFINED | 01 |
| SCHERING PLOUGH CORP | COM | 806605101 | 6924 | 352000 | SH | DEFINED | 01 |
| SCHLUMBERGER LTD | COM | 806857108 | 30485 | 284000 | SH | DEFINED | 01 |
| SCHWAB CHARLES CORP | COM | 808513105 | 5279 | 257000 | SH | DEFINED | 01 |
| SEMPRA ENERGY | COM | 816851109 | 3323 | 59000 | SH | DEFINED | 01 |
| SIGMA ALDRICH | COM | 826552101 | 1615 | 30000 | SH | DEFINED | 01 |
| SIMON PPTY GROUP INC NEW | ADR | 828806109 | 4405 | 49000 | SH | DEFINED | 01 |
| SMITH INTL INC | COM | 832110100 | 3569 | 43000 | SH | DEFINED | 01 |
| SOHU COM INC | COM | 83408W103 | 14080 | 200000 | SH | DEFINED | 01 |
| SOUTHERN CO | COM | 842587107 | 5964 | 171000 | SH | DEFINED | 01 |
| SOVEREIGN BANCORP INC | COM | 845905108 | 816 | 111000 | SH | DEFINED | 01 |
| SPECTRA ENERGY CORP | COM | 847560109 | 5487 | 191000 | SH | DEFINED | 01 |
| SPRINT NEXTEL CORP | COM | 852061100 | 5754 | 607000 | SH | DEFINED | 01 |
| ST JUDE MED INC | COM | 790849103 | 4288 | 105000 | SH | DEFINED | 01 |
| STANLEY WORKS | COM | 854616109 | 762 | 17000 | SH | DEFINED | 01 |
| STAPLES INC | COM | 855030102 | 3561 | 150000 | SH | DEFINED | 01 |
| STARWOOD HOTELS + RESORTS INC | COM | 85590A401 | 1923 | 48000 | SH | DEFINED | 01 |
| STATE STREET CORPORATION | COM | 857477103 | 6452 | 101000 | SH | DEFINED | 01 |
| STRYKER CORP | COM | 863667101 | 4527 | 72000 | SH | DEFINED | 01 |
| SUN MICROSYSTEMS INC | COM | 866810203 | 2118 | 195000 | SH | DEFINED | 01 |
| SUNTRUST BKS INC | COM | 867914103 | 2782 | 77000 | SH | DEFINED | 01 |
| SUPERVALU INC | COM | 868536103 | 1480 | 48000 | SH | DEFINED | 01 |
| SYMANTEC CORP | COM | 871503108 | 3618 | 187000 | SH | DEFINED | 01 |
| SYSCO CORP | COM | 871829107 | 3739 | 136000 | SH | DEFINED | 01 |
| TAIWAN GTR CHINA FD | COM | 874037104 | 517 | 85096 | SH | DEFINED | 01 |
| TARGET CORP | COM | 87612E106 | 8227 | 177000 | SH | DEFINED | 01 |
| TELE NORTE LESTE PARTICIPACOES | ADR | 879246106 | 386 | 15500 | SH | DEFINED | 01 |
| TELEFONOS DE MEXICO S A | ADR | 879403707 | 2251 | 95000 | SH | DEFINED | 01 |
| TELEFONOS DE MEXICO S A | ADR | 879403780 | 2743 | 116000 | SH | DEFINED | 01 |
| TELEMEX INTERNATIONAL S A B DE | ADR | 879690105 | 1868 | 116000 | SH | DEFINED | 01 |
| TELMEX INTERNACIONAL S A B DE | ADR | 879690204 | 1520 | 95000 | SH | DEFINED | 01 |

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|--------------------------------|-----|-----------|-------|--------|----|---------|----|
| TENET HEALTHCARE CORP | COM | 88033G100 | 1721 | 310000 | SH | DEFINED | 01 |
| TEVA PHARMACEUTICAL INDS LTD | ADR | 881624209 | 1787 | 39000 | SH | DEFINED | 01 |
| TEXAS INSTRS INC | COM | 882508104 | 8633 | 307000 | SH | DEFINED | 01 |
| TEXTRON INC | COM | 883203101 | 3643 | 76000 | SH | DEFINED | 01 |
| THERMO FISHER SCIENTIFIC INC | COM | 883556102 | 7074 | 127000 | SH | DEFINED | 01 |
| TIFFANY + CO NEW | COM | 886547108 | 1220 | 30000 | SH | DEFINED | 01 |
| TIME WARNER INC NEW | COM | 887317105 | 11830 | 802000 | SH | DEFINED | 01 |
| TJX COS INC NEW | COM | 872540109 | 4246 | 135000 | SH | DEFINED | 01 |
| TORONTO DOMINION BK ONT | COM | 891160509 | 1109 | 17810 | SH | DEFINED | 01 |
| TRANSOCEAN INC | COM | G90073100 | 10805 | 71000 | SH | DEFINED | 01 |
| TRAVELERS COS INC | COM | 89417E109 | 5503 | 127000 | SH | DEFINED | 01 |
| TURKCELL ILETISIM HIZMETLERI A | ADR | 900111204 | 1526 | 105000 | SH | DEFINED | 01 |
| TYCO ELECTRONICS LTD | COM | G9144P105 | 3833 | 107000 | SH | DEFINED | 01 |
| TYCO INTERNATIONAL LTD BERMUDA | COM | G9143X208 | 4244 | 106000 | SH | DEFINED | 01 |
| UNION PAC CORP | COM | 907818108 | 8743 | 116000 | SH | DEFINED | 01 |
| UNITED PARCEL SVC INC | COM | 911312106 | 13706 | 223000 | SH | DEFINED | 01 |
| UNITED STS STL CORP NEW | COM | 912909108 | 3326 | 18000 | SH | DEFINED | 01 |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 14303 | 232000 | SH | DEFINED | 01 |
| UNITEDHEALTH GROUP INC | COM | 91324P102 | 7035 | 268000 | SH | DEFINED | 01 |
| UNUM GROUP | COM | 91529Y106 | 3244 | 159000 | SH | DEFINED | 01 |
| US BANCORP DEL | COM | 902973304 | 11481 | 413000 | SH | DEFINED | 01 |
| VALERO ENERGY CORP | COM | 91913Y100 | 7613 | 185000 | SH | DEFINED | 01 |
| VERISIGN INC | COM | 92343E102 | 1701 | 45000 | SH | DEFINED | 01 |
| VERIZON COMMUNICATIONS | COM | 92343V104 | 24060 | 681000 | SH | DEFINED | 01 |
| VIACOM INC NEW | COM | 92553P201 | 4302 | 141000 | SH | DEFINED | 01 |
| VULCAN MATLS CO | COM | 929160109 | 956 | 16000 | SH | DEFINED | 01 |
| WACHOVIA CORP 2ND NEW | COM | 929903102 | 6274 | 404770 | SH | DEFINED | 01 |
| WAL MART STORES INC | COM | 931142103 | 29845 | 532000 | SH | DEFINED | 01 |
| WALGREEN CO | COM | 931422109 | 6752 | 208000 | SH | DEFINED | 01 |
| WASTE MGMT INC DEL | COM | 94106L109 | 5462 | 145000 | SH | DEFINED | 01 |
| WATERS CORP | COM | 941848103 | 1806 | 28000 | SH | DEFINED | 01 |
| WEATHERFORD INTERNATIONAL LTD | COM | G95089101 | 7330 | 148000 | SH | DEFINED | 01 |
| WELLPOINT INC | COM | 94973V107 | 4280 | 90000 | SH | DEFINED | 01 |
| WELLS FARGO + CO NEW | COM | 949746101 | 14557 | 615000 | SH | DEFINED | 01 |
| WENDYS INTL INC | COM | 950590109 | 953 | 35000 | SH | DEFINED | 01 |
| WESTERN UN CO | COM | 959802109 | 4596 | 186000 | SH | DEFINED | 01 |
| WEYERHAEUSER CO | COM | 962166104 | 2297 | 45000 | SH | DEFINED | 01 |
| WHIRLPOOL CORP | COM | 963320106 | 988 | 16000 | SH | DEFINED | 01 |
| WILLIAMS COS INC | COM | 969457100 | 6364 | 158000 | SH | DEFINED | 01 |
| WINDSTREAM CORP | COM | 97381W104 | 1134 | 92000 | SH | DEFINED | 01 |
| WRIGLEY WM JR CO | COM | 982526105 | 4038 | 52000 | SH | DEFINED | 01 |
| WYETH | COM | 983024100 | 13849 | 289000 | SH | DEFINED | 01 |
| WYNDHAM WORLDWIDE CORP | COM | 98310W108 | 679 | 38000 | SH | DEFINED | 01 |
| XCEL ENERGY INC | COM | 98389B100 | 1564 | 78000 | SH | DEFINED | 01 |
| XILINX INC | COM | 983919101 | 1638 | 65000 | SH | DEFINED | 01 |
| XL CAPITAL LTD | COM | G98255105 | 796 | 39000 | SH | DEFINED | 01 |
| XTO ENERGY INC | COM | 98385X106 | 7597 | 111000 | SH | DEFINED | 01 |
| YAHOO INC | COM | 984332106 | 7024 | 340000 | SH | DEFINED | 01 |
| YUM BRANDS INC | COM | 988498101 | 3647 | 104000 | SH | DEFINED | 01 |
| ZIMMER HOLDINGS INC | COM | 98956P102 | 3471 | 51000 | SH | DEFINED | 01 |
| ZIONS BANCORP | COM | 989701107 | 834 | 26500 | SH | DEFINED | 01 |

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