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BP PLC
Form 13F-HR
May 13, 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: March 31, 2004

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 12 May 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: 370

 Form 13F Information Table Value Total: \$ 2,471,113

 (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, 2004

STOCK	TITLE OF CLASS	CUSIP	MARKET VALUE (USD 000)	SHARES /PRN AMT	SH/ PRN	INVESTMENT DISCRETION	MANAGERS
1ST DATA CPUSD0.01	COM	319963104	4,848	115,000	SH	DEFINED	01
3M	COM	88579Y101	6,959	85,000	SH	DEFINED	01
5TH 3RD BANCO NPV	COM	316773100	3,045	55,000	SH	DEFINED	01
ABBOTT LABS	COM	002824100	6,781	165,000	SH	DEFINED	01
ADOBE SYSTM	COM	00724F101	1,183	30,000	SH	DEFINED	01
AETNA NEW	COM	00817Y108	2,072	23,100	SH	DEFINED	01
AFLAC	COM	001055102	2,810	70,000	SH	DEFINED	01
AIR PROD CHEM	COM	009158106	1,253	25,000	SH	DEFINED	01
ALBERTSONS INC	COM	013104104	775	35,000	SH	DEFINED	01
ALLEG ENERGY	COM	017361106	548	40,000	SH	DEFINED	01
ALLOS THERAPEUTICS COM	COM	019777101	212	44,712	SH	SOLE	
ALLSTATE CORP	COM	020002101	3,864	85,000	SH	DEFINED	01
ALLTEL	COM	020039103	1,646	33,000	SH	DEFINED	01
ALTERA	COM	021441100	818	40,000	SH	DEFINED	01

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ALTRIA GRP INC	COM	02209S103	11,706	215,000	SH	DEFINED	01	2
ALUM AMER	COM	013817101	3,642	105,000	SH	DEFINED	01	1
AMBAC FIN	COM	023139108	738	10,000	SH	DEFINED	01	
AMER ELECT POWER	COM	025537101	1,317	40,000	SH	DEFINED	01	
AMER INT GRP	COM	026874107	21,048	295,000	SH	DEFINED	01	2
AMER MOV ADR20	ADR	02364W105	2,435	63,000	SH	DEFINED	01	
AMER MOV ADR20	ADR	02364W204	3,900	100,000	SH	DEFINED	01	1
AMER POW CONV USD	COM	029066107	690	30,000	SH	DEFINED	01	
AMEREN CRP	COM	023608102	1,613	35,000	SH	DEFINED	01	
AMERICAN EXPRESS	COM	025816109	7,388	142,500	SH	DEFINED	01	1
AMGEN	COM	031162100	9,191	158,000	SH	DEFINED	01	1
AMSOUTH BANCORP	COM	032165102	823	35,000	SH	DEFINED	01	
ANADARKO PET	COM	032511107	1,556	30,000	SH	DEFINED	01	
ANALOG DEVICES	COM	032654105	1,920	40,000	SH	DEFINED	01	
ANHEUSER BUSCH	COM	035229103	5,351	104,920	SH	DEFINED	01	1
ANTHEM INC	COM	03674B104	1,360	15,000	SH	DEFINED	01	
APACHE CP	COM	037411105	1,813	42,000	SH	DEFINED	01	
APOL GR NPV	COM	037604105	1,636	19,000	SH	DEFINED	01	
APP MATERIALS(FRA)	COM	038222105	4,019	188,000	SH	DEFINED	01	1
APPLE COMPUTER NPV	COM	037833100	1,082	40,000	SH	DEFINED	01	
APPLERA BIOSYS	COM	038020103	396	20,000	SH	DEFINED	01	
ARAC CEL ADR B PRF	ADR	038496204	543	14,200	SH	DEFINED	01	
ARGLNT TECH	COM	00846U101	1,581	50,000	SH	DEFINED	01	
AT&T CORP	COM	001957505	1,427	72,909	SH	DEFINED	01	
AT&T WIRELESS	COM	00209A106	3,879	285,000	SH	DEFINED	01	2
AUTOMATIC DATA PRO	COM	053015103	3,402	81,000	SH	DEFINED	01	
AVON PRDCTS	COM	054303102	2,276	30,000	SH	DEFINED	01	
AVY INC	COM	053499109	635	40,000	SH	DEFINED	01	
BAKBONE SOFTWARE ICOM	COM	057101107	237	87,949	SH	SOLE		
BAKER HUGHES	COM	057224107	1,368	37,500	SH	DEFINED	01	
BANK OF NEW YORK	COM	064057102	2,992	95,000	SH	DEFINED	01	
BANK ONE CP	COM	06423A103	6,542	120,000	SH	DEFINED	01	1
BANKNORTH GROUP	COM	06646R107	1,089	32,000	SH	DEFINED	01	
BAXTER INTL	COM	071813109	1,544	50,000	SH	DEFINED	01	
BB&T CP USD5	COM	054937107	1,765	50,000	SH	DEFINED	01	
BEA SYSTEM\$0.001	COM	073325102	861	67,500	SH	DEFINED	01	
BECT DICKIN USD1	COM	075887109	1,212	25,000	SH	DEFINED	01	
BED BATH USD0.01	COM	075896100	1,462	35,000	SH	DEFINED	01	
BELLSOUTH	COM	079860102	5,123	185,000	SH	DEFINED	01	1
BERK HATH A	COM	084670108	6,997	75	SH	DEFINED	01	
BEST BUY CO USD	COM	086516101	1,939	37,500	SH	DEFINED	01	
BIOGEN IDC	COM	09062X103	1,807	32,500	SH	DEFINED	01	
BK OF AMER(TOK)	COM	060505104	13,442	166,000	SH	DEFINED	01	1
BLACK&DECKER	COM	091797100	1,708	30,000	SH	DEFINED	01	
BLOCK(H&R) NPV	COM	093671105	919	18,000	SH	DEFINED	01	
BMC SFTWRE USD0.01	COM	055921100	684	35,000	SH	DEFINED	01	
BOEING CO	COM	097023105	3,409	83,000	SH	DEFINED	01	
BOSTN SCN CRP	COM	101137107	3,517	83,000	SH	DEFINED	01	
BRLNGTN RES USD.01	COM	122014103	1,909	30,000	SH	DEFINED	01	
BROADCOM	COM	111320107	1,253	32,000	SH	DEFINED	01	
BRST MYERS SQU	COM	110122108	4,710	194,400	SH	DEFINED	01	1
BURLINGTON NTH SAN	COM	12189T104	1,197	38,000	SH	DEFINED	01	
CAP1 FINL	COM	14040H105	1,773	23,500	SH	DEFINED	01	
CARD HLTH NPV	COM	14149Y108	3,445	50,000	SH	DEFINED	01	
CARSO GBL SPN.ADR	ADR	14574P107	490	160,000	SH	DEFINED	01	1
CATERPILLAR	COM	149123101	3,123	39,500	SH	DEFINED	01	
CEMX ADR 5 CPO	ADR	151290889	4,725	158,450	SH	DEFINED	01	1
CENDANT USD0.01	COM	151313103	3,415	140,000	SH	DEFINED	01	1
CERIDIAN	COM	15677T106	296	15,000	SH	DEFINED	01	
CHEVRONTEXACO	COM	166751107	10,977	125,050	SH	DEFINED	01	1
CHUBB CP	COM	171232101	1,043	15,000	SH	DEFINED	01	
CIENA CP\$0.01	COM	171779101	248	50,000	SH	DEFINED	01	

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CIGNA CP	COM	125509109	1,593	27,000	SH	DEFINED	01
CINERGY!0.01	COM	172474108	900	22,000	SH	DEFINED	01
CISCO COM ST	COM	17275R102	16,464	700,000	SH	DEFINED	01
CITIGROUP USD0.01	COM	172967101	30,227	584,669	SH	DEFINED	01
CITRIX SYSTEMS	COM	177376100	432	20,000	SH	DEFINED	01
CLEAR CHAN	COM	184502102	3,070	72,500	SH	DEFINED	01
CNTRPNT ENRGY	COM	19041P105	697	61,000	SH	DEFINED	01
COCA COLA ENT	COM	191219104	967	40,000	SH	DEFINED	01
COCA-COLA USD.25	COM	191216100	12,323	245,000	SH	DEFINED	01
COLGTE PALMLV	COM	194162103	3,086	56,000	SH	DEFINED	01
COMCAST'A'	COM	20030N101	6,754	235,000	SH	DEFINED	01
COMERCIA INC	COM	200340107	1,195	22,000	SH	DEFINED	01
COMP ASS INT	COM	204912109	1,638	61,000	SH	DEFINED	01
COMP BAN	COM	20449H109	829	20,000	SH	DEFINED	01
COMPAN VALE ADR	ADR	204412209	549	10,000	SH	DEFINED	01
COMSCICOMSTKUSD	COM	205363104	807	20,000	SH	DEFINED	01
COMVERSE TEC	COM	205862402	544	30,000	SH	DEFINED	01
CONOCOPHILLIPS	COM	20825C104	5,592	80,100	SH	DEFINED	01
CONSOL EDS USD0.10	COM	209115104	882	20,000	SH	DEFINED	01
CORNING INC	COM	219350105	1,509	135,000	SH	DEFINED	01
COSTCO WHLESLE	COM	22160K105	1,878	50,000	SH	DEFINED	01
COUNTRYWIDE FIN	COM	222372104	1,918	20,000	SH	DEFINED	01
CRNVL CORP	COM	143658300	2,919	65,000	SH	DEFINED	01
CSX CORP	COM	126408103	727	24,000	SH	DEFINED	01
CUMMINS INC COM	COM	231021106	584	10,000	SH	DEFINED	01
CVS CORP	COM	126650100	1,765	50,000	SH	DEFINED	01
DANAHER CRP	COM	235851102	1,214	13,000	SH	DEFINED	01
DEERE&CO	COM	244199105	2,634	38,000	SH	DEFINED	01
DELL	COM	247025109	8,573	255,000	SH	DEFINED	01
DELPHI	COM	247126105	598	60,000	SH	DEFINED	01
DEVON ENERGY	COM	25179M103	2,471	42,500	SH	DEFINED	01
DIGITAS INC COM	COM	25388K104	279	27,115	SH	SOLE	
DIRECTV GROUP	COM	25459L106	1,538	100,020	SH	DEFINED	01
DISNEY(WALT) DIS	COM	254687106	5,548	222,000	SH	DEFINED	01
DOLLAR GENERAL USD	COM	256669102	888	46,250	SH	DEFINED	01
DOMINION RES (VIRG)	COM	257470104	2,058	32,000	SH	DEFINED	01
DONNELLY (R.R.)	COM	257867101	1,059	35,000	SH	DEFINED	01
DOVER CRP	COM	260003108	775	20,000	SH	DEFINED	01
DOW CHEM	COM	260543103	3,891	96,600	SH	DEFINED	01
DSL.NET INC COM	COM	262506108	807	1,717,021	SH	SOLE	1,7
DTE ENERGY	COM	233331107	782	19,000	SH	DEFINED	01
DU PONT	COM	263534109	4,433	105,000	SH	DEFINED	01
DUKE ENERGY	COM	264399106	3,051	135,000	SH	DEFINED	01
EATON CP	COM	278058102	1,629	29,000	SH	DEFINED	01
EBAY IUSD0.01	COM	278642103	4,576	66,000	SH	DEFINED	01
ECOLAB	COM	278865100	1,141	40,000	SH	DEFINED	01
EL PASO CP	COM	28368B102	711	100,000	SH	DEFINED	01
ELEC ATS NPV	COM	285512109	1,619	30,000	SH	DEFINED	01
ELEC DATA SYS	COM	285661104	871	45,000	SH	DEFINED	01
EMC MASS USD0.01	COM	268648102	3,266	240,000	SH	DEFINED	01
EMERS ELEC	COM	291011104	2,696	45,000	SH	DEFINED	01
ENGELHARD CP	COM	292845104	448	15,000	SH	DEFINED	01
ENTERGY USD0.01	COM	29364G103	2,082	35,000	SH	DEFINED	01
EXELON	COM	30161N101	2,066	30,000	SH	DEFINED	01
EXP SCRIPTS'A'	COM	302182100	597	8,000	SH	DEFINED	01
EXXON MOBIL	COM	30231G102	26,825	645,000	SH	DEFINED	01
FANNIE MAE	COM	313586109	7,063	95,000	SH	DEFINED	01
FED DEPMRT	COM	31410H101	1,081	20,000	SH	DEFINED	01
FEDEX CORP	COM	31428X106	2,104	28,000	SH	DEFINED	01
FIRST ENERGY USD.1	COM	337932107	1,563	40,000	SH	DEFINED	01
FISERV	COM	337738108	715	20,000	SH	DEFINED	01
FLEET BSTN FINL	COM	339030108	4,894	109,000	SH	DEFINED	01

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FLUOR	COM	343861100	580	15,000	SH	DEFINED	01
FLXTRN INTL	COM	Y2573F102	913	53,000	SH	DEFINED	01
FOM ECON ADR	ADR	344419106	1,478	30,000	SH	DEFINED	01
FORD MTR	COM	345370860	2,307	170,000	SH	DEFINED	01
FOREST LABS	COM	345838106	2,507	35,000	SH	DEFINED	01
FPL GRP INC	COM	302571104	1,337	20,000	SH	DEFINED	01
FRANKLIN RES	COM	354613101	1,114	20,000	SH	DEFINED	01
FRED MAC USD0.21	COM	313400301	3,868	65,500	SH	DEFINED	01
FREPRM MCMGN	COM	35671D857	1,016	26,000	SH	DEFINED	01
GANNETT	COM	364730101	3,878	44,000	SH	DEFINED	01
GAP	COM	364760108	1,863	85,000	SH	DEFINED	01
GEN DYN	COM	369550108	1,787	20,000	SH	DEFINED	01
GEN ELEC	COM	369604103	31,130	1,020,000	SH	DEFINED	01
GEN MLLS	COM	370334104	2,334	50,000	SH	DEFINED	01
GEN MOTORS	COM	370442832	2,473	52,500	SH	DEFINED	01
GENENTECH	COM	368710406	2,381	22,500	SH	DEFINED	01
GENUNE PRIS	COM	372460105	425	13,000	SH	DEFINED	01
GEORGIA PAC	COM	373298108	1,213	36,000	SH	DEFINED	01
GILEAD SCIE 0.001	COM	375558103	1,506	27,000	SH	DEFINED	01
GILLETTE	COM	375766102	3,910	100,000	SH	DEFINED	01
GLD SACHS	COM	38141G104	4,956	47,500	SH	DEFINED	01
GLD W.FIN	COM	381317106	2,239	20,000	SH	DEFINED	01
GNZYM	COM	372917104	1,176	25,000	SH	DEFINED	01
GPO CARSO SPN.ADR	ADR	400485207	851	100,000	SH	DEFINED	01
GRAINGER WW	COM	384802104	720	15,000	SH	DEFINED	01
GRUPO TELE SP GDR	GDR	40049J206	2,130	45,000	SH	DEFINED	01
GUIDNT CRP NPV	COM	401698105	1,774	28,000	SH	DEFINED	01
HALLIBRTON	COM	406216101	1,823	60,000	SH	DEFINED	01
HARLY DAVD	COM	412822108	2,054	38,500	SH	DEFINED	01
HARRAHS ENT	COM	413619107	631	11,500	SH	DEFINED	01
HARTFORD FINL USD	COM	416515104	2,229	35,000	SH	DEFINED	01
HASBRO	COM	418056107	435	20,000	SH	DEFINED	01
HCA INC	COM	404119109	2,011	49,500	SH	DEFINED	01
HEINZ (HJ)	COM	423074103	1,398	37,500	SH	DEFINED	01
HELL TELECOM ADS	COM	423325307	200	27,778	SH	DEFINED	01
HERSHY FOOD	COM	427866108	828	10,000	SH	DEFINED	01
HEWLTT PCKWRD	COM	428236103	7,651	335,000	SH	DEFINED	01
HIBERNIA'A'NPV	COM	428656102	1,104	47,000	SH	DEFINED	01
HLTH MAN'A'	COM	421933102	696	30,000	SH	DEFINED	01
HLTN HTLS	COM	432848109	812	50,000	SH	DEFINED	01
HNYWELL INT(DT ZT)	COM	438516106	3,046	90,000	SH	DEFINED	01
HOME DEPOT	COM	437076102	8,966	240,000	SH	DEFINED	01
IBM	COM	459200101	15,475	168,500	SH	DEFINED	01
ILL TOOL NPV	COM	452308109	2,377	30,000	SH	DEFINED	01
IMS HEALTH USD	COM	449934108	698	30,000	SH	DEFINED	01
INGRSL-RND'A'	COM	G4776G101	1,894	28,000	SH	DEFINED	01
INTEL	COM	458140100	17,272	635,000	SH	DEFINED	01
INTL PAPER	COM	460146103	2,282	54,000	SH	DEFINED	01
INTUIT 0.01	COM	461202103	1,131	25,200	SH	DEFINED	01
IONA TECH ADR	ADR	46206P109	487	65,000	SH	DEFINED	01
ISHS C&S RLTY IDX	COM	715680104	4,138	35,000	SH	DEFINED	01
ITT INDUST	COM	450911102	1,527	20,000	SH	DEFINED	01
JABIL CIRCT	COM	466313103	883	30,000	SH	DEFINED	01
JANUS CAP GRP INC	COM	47102X105	573	35,000	SH	DEFINED	01
JDS UNIPHASE CRP	COM	46612J101	570	140,000	SH	DEFINED	01
JNSN CNTRL	COM	478366107	1,774	30,000	SH	DEFINED	01
JOHNSN&JOHNSN	COM	478160104	15,216	300,000	SH	DEFINED	01
JP MORGAN CHASE	COM	46625H100	8,746	208,500	SH	DEFINED	01
KB HOME	COM	48666K109	808	10,000	SH	DEFINED	01
KELLOGGS	COM	487836108	1,668	42,500	SH	DEFINED	01
KERR-MCGEE	COM	492386107	1,545	30,000	SH	DEFINED	01
KEYCORP	COM	493267108	1,363	45,000	SH	DEFINED	01

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KIMBERLY CLRK	COM	494368103	3,029	48,000	SH	DEFINED	01
KLA TENCOR	COM	482480100	1,057	21,000	SH	DEFINED	01
KOHL'S CORP	COM	500255104	2,416	50,000	SH	DEFINED	01
KRFT FDS INC 'A'	COM	50075N104	640	20,000	SH	DEFINED	01
KROGER	COM	501044101	1,581	95,000	SH	DEFINED	01
LASON SYS\$0.01	COM	51808R107	0	1,824	SH	DEFINED	01
LENNAR	COM	526057104	1,135	21,000	SH	DEFINED	01
LEXMAX INTL 'A'	COM	529771107	1,380	15,000	SH	DEFINED	01
LHMN BROS	COM	524908100	2,983	36,000	SH	DEFINED	01
LIBERTY MED CORP	COM	530718105	1,369	125,000	SH	DEFINED	01
LILLY ELI	COM	532457108	8,195	122,500	SH	DEFINED	01
LINCOLN NATL	COM	534187109	946	20,000	SH	DEFINED	01
LINEAR TECH NPV	COM	535678106	1,296	35,000	SH	DEFINED	01
LOCK MARTIN	COM	539830109	1,962	43,000	SH	DEFINED	01
LOWES COS	COM	548661107	5,893	105,000	SH	DEFINED	01
LSI LOGIC	COM	502161102	420	45,000	SH	DEFINED	01
LTD BRNDS INC	COM	532716107	1,000	50,000	SH	DEFINED	01
LUCNT TECH	COM	549463107	1,726	420,000	SH	DEFINED	01
M&T BK CP	COM	55261F104	1,348	15,000	SH	DEFINED	01
MARATHON OIL	COM	565849106	1,178	35,000	SH	DEFINED	01
MARRIOTT INT 'A'	COM	571903202	1,702	40,000	SH	DEFINED	01
MARSH&MCLN	COM	571748102	3,334	72,000	SH	DEFINED	01
MARSHLL&ILSLY	COM	571834100	1,134	30,000	SH	DEFINED	01
MASCO	COM	574599106	1,826	60,000	SH	DEFINED	01
MATTEL INC\$1	COM	577081102	738	40,000	SH	DEFINED	01
MAXIM INTER USD	COM	57772K101	1,742	37,000	SH	DEFINED	01
MBIA INC	COM	55262C100	940	15,000	SH	DEFINED	01
MBNA	COM	55262L100	4,283	155,000	SH	DEFINED	01
MCCORMICK NV NPV	COM	579780206	503	15,000	SH	DEFINED	01
MCDONALD'S	COM	580135101	3,714	130,000	SH	DEFINED	01
MCGRAW HILL\$1	COM	580645109	1,751	23,000	SH	DEFINED	01
MCKESSON CORP	COM	58155Q103	1,204	40,000	SH	DEFINED	01
MDCHLTH SLTN	COM	58405U102	689	20,270	SH	DEFINED	01
MEADWESTVACO	COM	583334107	566	20,000	SH	DEFINED	01
MEDIMMUNE	COM	584699102	565	24,500	SH	DEFINED	01
MEDTRONIC	COM	585055106	5,658	118,500	SH	DEFINED	01
MELLON FINL	COM	58551A108	1,705	54,500	SH	DEFINED	01
MERCK&CO NPV	COM	589331107	7,954	180,000	SH	DEFINED	01
MERCURY INTER USD	COM	589405109	784	17,500	SH	DEFINED	01
MERRIL LYNCH	COM	590188108	5,628	94,500	SH	DEFINED	01
METLIFE INC	COM	59156R108	2,319	65,000	SH	DEFINED	01
MGN ST	COM	617446448	6,962	121,500	SH	DEFINED	01
MICRON TECH	COM	595112103	1,504	90,000	SH	DEFINED	01
MICROSOFT	COM	594918104	26,467	1,060,000	SH	DEFINED	01
MOLEX	COM	608554101	456	15,000	SH	DEFINED	01
MOODYS	COM	615369105	2,301	32,500	SH	DEFINED	01
MOTOROLA	COM	620076109	4,356	247,500	SH	DEFINED	01
MRCNTL BKSHS	COM	587405101	301	7,000	SH	DEFINED	01
MYLAN LABS	COM	628530107	1,136	50,000	SH	DEFINED	01
N.FORK BANC	COM	659424105	2,772	65,500	SH	DEFINED	01
NAT CITY CORP	COM	635405103	2,313	65,000	SH	DEFINED	01
NAT SEMICON\$0.50	COM	637640103	889	20,000	SH	DEFINED	01
NATUZZI ADR	ADR	456478106	1,940	181,340	SH	DEFINED	01
NETWORK APPL	COM	64120L104	965	45,000	SH	DEFINED	01
NEWELL RUBBERMAID	COM	651229106	696	30,000	SH	DEFINED	01
NEWMNT MIN	COM	651639106	2,098	45,000	SH	DEFINED	01
NEXTL COMM INC	COM	65332V103	2,968	120,000	SH	DEFINED	01
NIKE 'B' NPV	COM	654106103	1,947	25,000	SH	DEFINED	01
NOBLE	COM	G65422100	1,057	27,500	SH	DEFINED	01
NOVELL	COM	670006105	410	36,000	SH	DEFINED	01
NRFLK STHRN	COM	655844108	1,104	50,000	SH	DEFINED	01
NRTHN TST	COM	665859104	932	20,000	SH	DEFINED	01

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NRTHROP GRUM	COM	666807102	1,772	18,000	SH	DEFINED	01
NY TIMES	COM	650111107	641	14,500	SH	DEFINED	01
OMNICOM!0.50	COM	681919106	2,415	30,100	SH	DEFINED	01
ORACLE	COM	68389X105	6,425	535,000	SH	DEFINED	01
ORBOTECH	COM	M75253100	1,503	62,500	SH	DEFINED	01
P G&E	COM	69331C108	1,883	65,000	SH	DEFINED	01
PATTERSON UTI ENGY	COM	703481101	1,062	30,000	SH	DEFINED	01
PAYCHEX	COM	704326107	1,958	55,000	SH	DEFINED	01
PENNEY JC	COM	708160106	904	26,000	SH	DEFINED	01
PEOPLESFT 0.01	COM	712713106	1,479	80,000	SH	DEFINED	01
PEPSICO	COM	713448108	10,495	194,900	SH	DEFINED	01
PFIZER	COM	717081103	30,661	874,800	SH	DEFINED	01
PHLPS DGD	COM	717265102	1,225	15,000	SH	DEFINED	01
PHOENIX	COM	71902E109	1,365,366	101,817	SH	SOLE	01
PITNEY BOWES	COM	724479100	1,065	25,000	SH	DEFINED	01
PPG INDST	COM	693506107	1,166	20,000	SH	DEFINED	01
PPL CP	COM	69351T106	2,052	45,000	SH	DEFINED	01
PRAXAIR	COM	74005P104	1,373	37,000	SH	DEFINED	01
PRGRSS ENRGY	COM	743263105	1,271	27,000	SH	DEFINED	01
PRINCIPAL FIN	COM	74251V102	1,247	35,000	SH	DEFINED	01
PRK HANNFN	COM	701094104	565	10,000	SH	DEFINED	01
PRKM SFW GDR RGS	GDR	743394207	923	35,000	SH	DEFINED	01
PROCTR&GMBLE	COM	742718109	15,732	150,000	SH	DEFINED	01
PRUDENT FINANCIAL	COM	744320102	2,508	56,000	SH	DEFINED	01
PTLBRAS ADS	COM	71654V408	502	15,000	SH	DEFINED	01
PUBLIC SERV NPV	COM	744573106	1,174	25,000	SH	DEFINED	01
PULTE HOMES	COM	745867101	834	15,000	SH	DEFINED	01
QLOGIC	COM	747277101	330	10,000	SH	DEFINED	01
QUALCOMM	COM	747525103	5,646	85,000	SH	DEFINED	01
QUST DIAGNSTC	COM	74834L100	704	8,500	SH	DEFINED	01
QWEST COMM	COM	749121109	862	200,000	SH	DEFINED	01
RAYTHEON CO	COM	755111507	1,410	45,000	SH	DEFINED	01
RCHTR GEDN GDR'RS'	GDR	368467205	2,508	22,000	SH	DEFINED	01
RCKWLL CLLNS	COM	774341101	632	20,000	SH	DEFINED	01
ROCKWELL AUTO	COM	773903109	693	20,000	SH	DEFINED	01
ROHM&HAAS	COM	775371107	797	20,000	SH	DEFINED	01
SAFEWAY	COM	786514208	926	45,000	SH	DEFINED	01
SANMINA CORP	COM	800907107	771	70,000	SH	DEFINED	01
SARA LEE	COM	803111103	1,639	75,000	SH	DEFINED	01
SBC COMM	COM	78387G103	7,730	315,000	SH	DEFINED	01
SCHERING-PLOUGH	COM	806605101	2,222	137,000	SH	DEFINED	01
SCHLUMBER	COM	806857108	3,831	60,000	SH	DEFINED	01
SCHWB CHRLS	COM	808513105	1,974	170,000	SH	DEFINED	01
SEARS ROEBCK	COM	812387108	1,289	30,000	SH	DEFINED	01
SEMPRA ENER NPV	COM	816851109	954	30,000	SH	DEFINED	01
SIEBL SYSTM	COM	826170102	691	60,000	SH	DEFINED	01
SIGMA ALDRCH	COM	826552101	443	8,000	SH	DEFINED	01
SLM CORP	COM	78442P106	3,013	72,000	SH	DEFINED	01
SMTH INTL	COM	832110100	535	10,000	SH	DEFINED	01
SOLECTRON 0.001	COM	834182107	539	97,550	SH	DEFINED	01
SPRINT	COM	852061100	1,567	85,000	SH	DEFINED	01
SPRINT CR(PCS GRP)	COM	852061506	920	100,000	SH	DEFINED	01
ST PAUL COS NPV	COM	792860108	1,400	35,000	SH	DEFINED	01
STAPLES USD	COM	855030102	1,930	76,000	SH	DEFINED	01
STARBUCK NPV	COM	855244109	1,887	50,000	SH	DEFINED	01
STARWD HOTELS'B'	COM	85590A203	1,174	29,000	SH	DEFINED	01
STATE STREET	COM	857477103	1,877	36,000	SH	DEFINED	01
STET HELL TEL ADR	ADR	859823106	1,178	57,737	SH	DEFINED	01
STHRN CO	COM	842587107	2,440	80,000	SH	DEFINED	01
STRYKER	COM	863667101	1,771	20,000	SH	DEFINED	01
SUN MICRO	COM	866810104	1,290	310,000	SH	DEFINED	01
SUNGARD DATA\$0.01	COM	867363103	822	30,000	SH	DEFINED	01

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SW AIR\$1	COM	844741108	1,591	112,000	SH	DEFINED	01	1
SYMANTEC	COM	871503108	1,620	35,000	SH	DEFINED	01	
SYSCO	COM	871829107	2,733	70,000	SH	DEFINED	01	
TAIWAN GRT CHNA FD	COM	874037104	1,046	220,284	SH	DEFINED	01	2
TARGET CP	COM	87612E106	4,144	92,000	SH	DEFINED	01	
TEFNDS MEX ADR	ADR	879403707	4,702	135,000	SH	DEFINED	01	1
TELE MEX ADS	COM	879403780	2,548	73,000	SH	DEFINED	01	
TERADYNE	COM	880770102	477	20,000	SH	DEFINED	01	
TEXAS INSTR	COM	882508104	5,259	180,000	SH	DEFINED	01	1
TEXTRON	COM	883203101	1,063	20,000	SH	DEFINED	01	
TIFFANY	COM	886547108	573	15,000	SH	DEFINED	01	
TIME WARNER	COM	887315109	7,924	470,000	SH	DEFINED	01	4
TLX COS	COM	872540109	1,965	80,000	SH	DEFINED	01	
TMPLTN INLND	COM	879868107	633	10,000	SH	DEFINED	01	
TRANSOCN INC	COM	G90078109	1,116	40,000	SH	DEFINED	01	
TRAV PROP CAS'B'	COM	89420G406	1,727	99,990	SH	DEFINED	01	
TRIBUNE (DEL)NPV	COM	896047107	2,169	43,000	SH	DEFINED	01	
TXU CORP	COM	873168108	1,648	57,500	SH	DEFINED	01	
TYCO INT LD	COM	902124106	6,160	215,000	SH	DEFINED	01	2
UNIBANCO GDR	GDR	90458E107	489	20,000	SH	DEFINED	01	
UNION PAC CORP	COM	907818108	1,615	27,000	SH	DEFINED	01	
UNISYS CP	COM	909214108	428	30,000	SH	DEFINED	01	
UNITEDHEALTH GRP	COM	910581107	5,993	93,000	SH	DEFINED	01	
UPS'B'	COM	911312106	8,031	115,000	SH	DEFINED	01	1
US BANCORP	COM	917292104	5,751	208,000	SH	DEFINED	01	2
UST DEL	COM	902911106	704	19,500	SH	DEFINED	01	
UTD TECH	COM	913017109	4,531	52,500	SH	DEFINED	01	
VA LINUX SYSTEMS	COM	91819B105	148	51,609	SH	SOLE		
VERITAS SFTWRE NPV	COM	923436109	1,211	45,000	SH	DEFINED	01	
VERIZON	COM	92343V104	10,377	284,000	SH	DEFINED	01	2
VIACOM N.VTG'B'	COM	925524308	7,842	200,000	SH	DEFINED	01	2
WACHOVIA CRP USD	COM	929903102	7,755	165,000	SH	DEFINED	01	1
WALGREEN	COM	931422109	3,624	110,000	SH	DEFINED	01	1
WALMART STORE	COM	931142103	26,382	442,000	SH	DEFINED	01	4
WASH MUT	COM	939322103	3,844	90,000	SH	DEFINED	01	
WASTE MGMT	COM	94106L109	2,414	80,000	SH	DEFINED	01	
WELLPNT HLTHWRK	COM	94973H108	2,217	19,500	SH	DEFINED	01	
WELLS FARGO	COM	949746101	10,200	180,000	SH	DEFINED	01	1
WENDYS INTL USD0.1	COM	950590109	407	10,000	SH	DEFINED	01	
WEYERHAEUSER\$1.25	COM	962166104	1,932	29,500	SH	DEFINED	01	
WHRLPOOL	COM	963320106	551	8,000	SH	DEFINED	01	
WYETH	COM	983024100	4,881	130,000	SH	DEFINED	01	1
X1LINUX	COM	983919101	1,520	40,000	SH	DEFINED	01	
XEROX	COM	984121103	1,238	85,000	SH	DEFINED	01	
YAHOO INC	COM	984332106	3,280	67,500	SH	DEFINED	01	
ZIMMER HOLDINGS	COM	98956P102	2,213	30,000	SH	DEFINED	01	

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