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BP PLC  
Form 13F-HR  
February 07, 2006

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, 2005

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                      31 Jan 2006  
-----  
[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: 387  
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Form 13F Information Table Value Total: \$ 1,240,295  
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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  
DECEMBER 31, 2005

ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES /PRN AMT	SH/ PRN	INVESTMENT DISCRETION
3M CO	COM	88579Y101	6200	80000	SH	DEFINED
ABBOTT LABS	COM	002824100	6900	175000	SH	DEFINED
ACE LTD	COM	G0070K103	1951	36500	SH	DEFINED
ADOBE SYS INC	COM	00724F101	1848	50000	SH	DEFINED
ADVANCED MICRO DEVICES INC	COM	007903107	1530	50000	SH	DEFINED
AES CORP	COM	00130H105	1203	76000	SH	DEFINED
AETNA INC	COM	00817Y108	3395	36000	SH	DEFINED
AFFILIATED COMPUTER SVCS INC	COM	008190100	829	14000	SH	DEFINED
AFLAC INC	COM	001055102	2437	52500	SH	DEFINED
AGILENT TECHNOLOGIES INC	COM	00846U101	1731	52000	SH	DEFINED
AIR PRODS + CHEMS INC	COM	009158106	1776	30000	SH	DEFINED
ALBERTSONS INC	COM	013104104	747	35000	SH	DEFINED
ALCOA INC	COM	013817101	2602	88000	SH	DEFINED
ALLEGHENY ENERGY INC	COM	017361106	1266	40000	SH	DEFINED
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	361	10000	SH	DEFINED
ALLSTATE CORP	COM	020002101	4326	80000	SH	DEFINED
ALLTEL CORP	COM	020039103	3187	50500	SH	DEFINED

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ALTERA CORP	COM	021441100	927	50000	SH	DEFINED
ALTRIA GROUP INC	COM	02209S103	16065	215000	SH	DEFINED
AMBAC FINL GROUP INC	COM	023139108	886	11500	SH	DEFINED
AMERADA HESS CORP	COM	023551104	1268	10000	SH	DEFINED
AMEREN CORP	COM	023608102	1025	20000	SH	DEFINED
AMERICA MOVIL S A DE C V	ADR	02364W204	8709	300000	SH	DEFINED
AMERICA MOVIL S A DEC V	ADR	02364W105	3102	106000	SH	DEFINED
AMERICAN ELEC PWR INC	COM	025537101	1484	40000	SH	DEFINED
AMERICAN EXPRESS CO	COM	025816109	7925	154000	SH	DEFINED
AMERICAN INTL GROUP INC	COM	026874107	20401	299000	SH	DEFINED
AMERICAN PWR CONVERSION CORP	COM	029066107	440	20000	SH	DEFINED
AMERICAN STD COS INC DEL	COM	029712106	879	22000	SH	DEFINED
AMGEN INC	COM	031162100	11040	140000	SH	DEFINED
AMSOUTH BANCORPORATION	COM	032165102	917	35000	SH	DEFINED
ANADARKO PETE CORP	COM	032511107	2369	25000	SH	DEFINED
ANALOG DEVICES INC	COM	032654105	1435	40000	SH	DEFINED
ANHEUSER BUSCH COS INC	COM	035229103	3007	70000	SH	DEFINED
APACHE CORP	COM	037411105	2261	33000	SH	DEFINED
APOLLO GROUP INC	COM	037604105	1149	19000	SH	DEFINED
APPLE COMPUTER	COM	037833100	6254	87000	SH	DEFINED
APPLERA CORP APPLIED BIOSYS	COM	038020103	266	10000	SH	DEFINED
APPLIED MATERIALS INC	COM	038222105	3086	172000	SH	DEFINED
AT+T INC	COM	00206R102	10032	409620	SH	DEFINED
AUTODESK INCORPORATED	COM	052769106	1074	25000	SH	DEFINED
AUTOMATIC DATA PROCESSING INC	COM	053015103	3029	66000	SH	DEFINED
AVAYA INC	COM	053499109	747	70000	SH	DEFINED
AVON PRODS INC	COM	054303102	1428	50000	SH	DEFINED
BAKBONE SOFTWARE ICOM NPV	COM	057101107	154	87949	SH	SOLE
BAKER HUGHES INC	COM	057224107	3191	52500	SH	DEFINED
BANCO BRADESCO SA	ADR	059460303	1166	40000	SH	DEFINED
BANCO ITAU S A	ADR	059602201	661	27500	SH	DEFINED
BANK AMER CORP	COM	060505104	20075	435000	SH	DEFINED
BANK NEW YORK INC	COM	064057102	2548	80000	SH	DEFINED
BAXTER INTL INC	COM	071813109	2353	62500	SH	DEFINED
BB+T CORP	COM	054937107	2096	50000	SH	DEFINED
BECTON DICKINSON + CO	COM	075887109	1502	25000	SH	DEFINED
BED BATH + BEYOND INC	COM	075896100	1085	30000	SH	DEFINED
BELLSOUTH CORP	COM	079860102	5285	195000	SH	DEFINED
BEST BUY CO INC	COM	086516101	2935	67500	SH	DEFINED
BIOGEN IDEC INC	COM	09062X103	1541	34000	SH	DEFINED
BJ SVCS CO	COM	055482103	1980	54000	SH	DEFINED
BLACK + DECKER CORPORATION	COM	091797100	1304	15000	SH	DEFINED
BLOCK H + R INC	COM	093671105	884	36000	SH	DEFINED
BMC SOFTWARE INC	COM	055921100	471	23000	SH	DEFINED
BOEING CO	COM	097023105	6041	86000	SH	DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	1702	69500	SH	DEFINED
BRASIL TELECOM PARTICIPACOES	ADR	105530109	467	12500	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	4596	200000	SH	DEFINED
BROADCOM CORP	COM	111320107	1509	32000	SH	DEFINED
BURLINGTON NORTHN SANTA FE	COM	12189T104	2762	39000	SH	DEFINED
BURLINGTON RES INC	COM	122014103	3448	40000	SH	DEFINED
BUTTERFIELD FD MGR THAI EURO	COM	335020905	3432	180000	SH	DEFINED
CAPITAL ONE FINL CORP	COM	14040H105	2938	34000	SH	DEFINED
CARDINAL HEALTH INC	COM	14149Y108	3094	45000	SH	DEFINED
CAREMARK RX INC	COM	141705103	2331	45000	SH	DEFINED
CARNIVAL CORP	COM	143658300	2674	50000	SH	DEFINED
CARSO GLOBAL TELECOM SA DE CV	ADR	14574P101	824	160000	SH	DEFINED
CATERPILLAR INC	COM	149123101	4275	74000	SH	DEFINED
CEMEX S A	ADR	151290889	8015	135086	SH	DEFINED
CENDANT CORP	COM	151313103	1880	109000	SH	DEFINED
CENTERPOINT ENERGY INC	COM	15189T107	977	76000	SH	DEFINED
CENTEX CORP	COM	152312104	1001	14000	SH	DEFINED

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CHEVRON CORP	COM	166764100	13421	236403	SH	DEFINED
CHIRON CORP	COM	170040109	489	11000	SH	DEFINED
CHUBB CORP	COM	171232101	1953	20000	SH	DEFINED
CIENA CORP	COM	171779101	149	50000	SH	DEFINED
CIGNA CORP	COM	125509109	2793	25000	SH	DEFINED
CINERGY CORP	COM	172474108	934	22000	SH	DEFINED
CINTAS CORP	COM	172908105	865	21000	SH	DEFINED
CISCO SYS INC	COM	17275R102	11419	667000	SH	DEFINED
CITIGROUP INC	COM	172967101	29102	599669	SH	DEFINED
CITIZENS COMMUNICATIONS CO	COM	17453B101	648	53000	SH	DEFINED
CITRIX SYS INC	COM	177376100	576	20000	SH	DEFINED
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	1808	57500	SH	DEFINED
COCA COLA CO	COM	191216100	10078	250000	SH	DEFINED
COCA COLA ENTERPRISES INC	COM	191219104	681	35500	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	3072	56000	SH	DEFINED
COMCAST CORP NEW	COM	20030N101	6230	240000	SH	DEFINED
COMERICA INC	COM	200340107	993	17500	SH	DEFINED
COMPANHIA DE BEBIDAS DAS AMERS	ADR	20441W203	495	13000	SH	DEFINED
COMPANHIA ENERGETICA DE MINAS	ADR	204409601	369	10000	SH	DEFINED
COMPANHIA VALE DO RIO DOCE	ADR	204412209	1851	45000	SH	DEFINED
COMPUTER ASSOC INTL INC	COM	204912109	1550	55000	SH	DEFINED
COMPUTER SCIENCES CORP	COM	205363104	1519	30000	SH	DEFINED
COMVERSE TECHNOLOGY INC	COM	205862402	532	20000	SH	DEFINED
CONAGRA INC	COM	205887102	973	48000	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	8855	152200	SH	DEFINED
CONSTELLATION ENERGY GROUP INC	COM	210371100	1382	24000	SH	DEFINED
CORNING INC	COM	219350105	2654	135000	SH	DEFINED
COSTCO WHSL CORP NEW	COM	22160K105	2226	45000	SH	DEFINED
COUNTRYWIDE FINL CORP	COM	222372104	1880	55000	SH	DEFINED
CSX CORP	COM	126408103	1218	24000	SH	DEFINED
CUMMINS INC	COM	231021106	449	5000	SH	DEFINED
CVS CORP	COM	126650100	2642	100000	SH	DEFINED
D R HORTON INC	COM	23331A109	965	27000	SH	DEFINED
DANAHER CORP	COM	235851102	1924	34500	SH	DEFINED
DEERE + CO	COM	244199105	2043	30000	SH	DEFINED
DELL INC	COM	24702R101	7438	248000	SH	DEFINED
DEVON ENERGY CORPORATION NEW	COM	25179M103	3127	50000	SH	DEFINED
DISNEY WALT CO	COM	254687106	6951	290000	SH	DEFINED
DOLLAR GEN CORP	COM	256669102	954	50000	SH	DEFINED
DOMINION RES INC VA NEW	COM	25746U109	2671	34600	SH	DEFINED
DONNELLEY R R + SONS CO	COM	257867101	889	26000	SH	DEFINED
DOVER CORP	COM	260003108	810	20000	SH	DEFINED
DOW CHEM CO	COM	260543103	4233	96600	SH	DEFINED
DTE ENERGY CO	COM	233331107	605	14000	SH	DEFINED
DU PONT E I DE NEMOURS + CO	COM	263534109	4463	105000	SH	DEFINED
DUKE ENERGY CO	COM	264399106	2896	105500	SH	DEFINED
EASTMAN KODAK CO	COM	277461109	702	30000	SH	DEFINED
EATON CORP	COM	278058102	1053	15700	SH	DEFINED
EBAY INC	COM	278642103	5147	119000	SH	DEFINED
ECOLAB INC	COM	278865100	1451	40000	SH	DEFINED
EDISON INTL	COM	281020107	1962	45000	SH	DEFINED
EL PASO CORP	COM	28336L109	1064	87500	SH	DEFINED
ELECTRONIC ARTS INC	COM	285512109	1831	35000	SH	DEFINED
ELECTRONIC DATA SYS CORP NEW	COM	285661104	1250	52000	SH	DEFINED
EMC CORP	COM	268648102	3541	260000	SH	DEFINED
EMERSON ELEC CO	COM	291011104	3735	50000	SH	DEFINED
ENGELHARD CORP	COM	292845104	452	15000	SH	DEFINED
ENTERGY CORP NEW	COM	29364G103	1510	22000	SH	DEFINED
EOG RESOURCES INC	COM	26875P101	2935	40000	SH	DEFINED
EXELON CORP	COM	30161N101	3188	60000	SH	DEFINED
EXPRESS SCRIPTS INC	COM	302182100	1341	16000	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	36651	652500	SH	DEFINED

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FEDERAL HOME LN MTG CORP	COM	313400301	4575	70000	SH	DEFINED
FEDERAL NATL MTG ASSN	COM	313586109	5003	102500	SH	DEFINED
FEDERATED DEPT STORES INC DE	COM	31410H101	1791	27000	SH	DEFINED
FEDEX CORP	COM	31428X106	3360	32500	SH	DEFINED
FIFTH THIRD BANCORP	COM	316773100	2263	60000	SH	DEFINED
FIRST DATA CORP	COM	319963104	3613	84000	SH	DEFINED
FIRSTENERGY CORP	COM	337932107	1666	34000	SH	DEFINED
FISERV INC	COM	337738108	1082	25000	SH	DEFINED
FLUOR CORP NEW	COM	343412102	695	9000	SH	DEFINED
FOMENTO ECONOMICO MEXICANO	CDR	344419106	2900	40000	SH	DEFINED
FORD MTR CO DEL	COM	345370860	1312	170000	SH	DEFINED
FOREST LABS INC	COM	345838106	1444	35500	SH	DEFINED
FPL GROUP INC	COM	302571104	1870	45000	SH	DEFINED
FRANKLIN RES INC	COM	354613101	2350	25000	SH	DEFINED
FREEMPORT MCMORAN COPPER + GOLD	COM	35671D857	1022	19000	SH	DEFINED
FREESCALE SEMICONDUCTOR INC	COM	35687M206	1158	46000	SH	DEFINED
GANNETT INC	COM	364730101	2120	35000	SH	DEFINED
GAP INC	COM	364760108	1235	70000	SH	DEFINED
GEDEON RICHTER LTD	GDR	368467205	3960	22000	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	2281	20000	SH	DEFINED
GENERAL ELEC CO	COM	369604103	38906	1110000	SH	DEFINED
GENERAL MLS INC	COM	370334104	2466	50000	SH	DEFINED
GENERAL MTRS CORP	COM	370442105	922	47500	SH	DEFINED
GENUINE PARTS CO	COM	372460105	966	22000	SH	DEFINED
GENWORTH FINL INC	COM	37247D106	1383	40000	SH	DEFINED
GENZYME CORP	COM	372917104	1946	27500	SH	DEFINED
GERDAU S A	ADR	373737105	250	15000	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	2632	50000	SH	DEFINED
GOL LINHAS AEREAS INTELIGENTES	COM	38045R107	536	19000	SH	DEFINED
GOLDEN WEST FINL CORP DEL	COM	381317106	2640	40000	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	6449	50500	SH	DEFINED
GRUPO CARSO SA DE CV	ADR	400485207	1515	300000	SH	DEFINED
GRUPO TELEVISION SA DE CV	GDR	40049J206	2818	35000	SH	DEFINED
GUIDANT CORP	COM	401698105	2072	32000	SH	DEFINED
HALLIBURTON CO	COM	406216101	4027	65000	SH	DEFINED
HARLEY DAVIDSON INC	COM	412822108	1982	38500	SH	DEFINED
HARRAHS ENTMT INC	COM	413619107	1960	27500	SH	DEFINED
HARTFORD FINANCIAL SVCS GRP	COM	416515104	2577	30000	SH	DEFINED
HASBRO INC	COM	418056107	404	20000	SH	DEFINED
HCA INC	COM	404119109	2273	45000	SH	DEFINED
HEALTH MGMT ASSOC	COM	421933102	659	30000	SH	DEFINED
HEINZ H J CO	COM	423074103	1517	45000	SH	DEFINED
HELLENIC TELECOMMUNICATIONS	ADR	423325307	291	27778	SH	DEFINED
HERSHEY CO / THE	COM	427866108	1547	28000	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	8503	297000	SH	DEFINED
HILTON HOTELS CORP	COM	432848109	1206	50000	SH	DEFINED
HOME DEPOT INC	COM	437076102	10120	250000	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	3222	86500	SH	DEFINED
HOSPIRA INC	COM	441060100	706	16500	SH	DEFINED
HUMANA INC	COM	444859102	924	17000	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	2728	31000	SH	DEFINED
IMS HEALTH INC	COM	449934108	748	30000	SH	DEFINED
INGERSOLL RAND COMPANY LIMITED	COM	G4776G101	2220	55000	SH	DEFINED
INTEL CORP	COM	458140100	16374	656000	SH	DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	13727	167000	SH	DEFINED
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	770	25000	SH	DEFINED
INTERNATIONAL PAPER CO	COM	460146103	2084	62000	SH	DEFINED
INTUIT	COM	461202103	1066	20000	SH	DEFINED
IONA TECHNOLOGIES PLC	ADR	46206P109	192	65000	SH	DEFINED
ISHARES TR	COM	464287564	8981	120000	SH	DEFINED
ITT INDS INC	COM	450911102	1285	12500	SH	DEFINED
JABIL CIRCUIT INC	COM	466313103	1001	27000	SH	DEFINED

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JDS UNIPHASE CORP	COM	46612J101	330	140000	SH	DEFINED
JOHNSON + JOHNSON	COM	478160104	18631	310000	SH	DEFINED
JOHNSON CTLS INC	COM	478366107	2187	30000	SH	DEFINED
JPMORGAN CHASE + CO	COM	46625H100	14205	357900	SH	DEFINED
KB HOME	COM	48666K109	727	10000	SH	DEFINED
KELLOGG CO	COM	487836108	2161	50000	SH	DEFINED
KERR MCGEE CORP	COM	492386107	1090	12000	SH	DEFINED
KEYCORP NEW	COM	493267108	1482	45000	SH	DEFINED
KIMBERLY CLARK CORP	COM	494368103	2863	48000	SH	DEFINED
KLA TENCOR CORP	COM	482480100	1036	21000	SH	DEFINED
KOHL'S CORP	COM	500255104	2090	43000	SH	DEFINED
KROGER CO	COM	501044101	1454	77000	SH	DEFINED
L 3 COMMUNICATIONS HLDG CORP	COM	502424104	1264	17000	SH	DEFINED
LEHMAN BROTHERS HLDGS INC	COM	524908100	4614	36000	SH	DEFINED
LEXMARK INTL INC	COM	529771107	601	13400	SH	DEFINED
LG PHILIPS LCD CO LTD	COM	50186V102	3756	175000	SH	DEFINED
LILLY ELI + CO	COM	532457108	7526	133000	SH	DEFINED
LIMITED BRANDS INC	COM	532716107	894	40000	SH	DEFINED
LINCOLN NATL CORP IN	COM	534187109	928	17500	SH	DEFINED
LINEAR TECHNOLOGY CORP	COM	535678106	1262	35000	SH	DEFINED
LOCKHEED MARTIN CORP	COM	539830109	2354	37000	SH	DEFINED
LOUISIANA PAC CORP	COM	546347105	755	27500	SH	DEFINED
LOWES COS INC	COM	548661107	6999	105000	SH	DEFINED
LSI LOGIC CORP	COM	502161102	360	45000	SH	DEFINED
LUCENT TECHNOLOGIES INC	COM	549463107	1224	460000	SH	DEFINED
M + T BK CORP	COM	55261F104	1363	12500	SH	DEFINED
MARATHON OIL CORP	COM	565849106	2744	45000	SH	DEFINED
MARRIOTT INTL INC NEW	COM	571903202	2076	31000	SH	DEFINED
MARSHALL + ILSLEY CORP	COM	571834100	1291	30000	SH	DEFINED
MASCO CORP	COM	574599106	1359	45000	SH	DEFINED
MATTEL INC	COM	577081102	633	40000	SH	DEFINED
MAXIM INTEGRATED PRODS INC	COM	57772K101	1196	33000	SH	DEFINED
MBIA INC	COM	55262C100	902	15000	SH	DEFINED
MBNA CORP	COM	55262L100	3530	130000	SH	DEFINED
MCCORMICK + CO INC	COM	579780206	464	15000	SH	DEFINED
MCDONALDS CORP	COM	580135101	4889	145000	SH	DEFINED
MCGRAW HILL COS INC	COM	580645109	2375	46000	SH	DEFINED
MCKESSON CORP	COM	58155Q103	1806	35000	SH	DEFINED
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	1562	28000	SH	DEFINED
MEDIMMUNE INC	COM	584699102	858	24500	SH	DEFINED
MEDTRONIC INC	COM	585055106	7686	133500	SH	DEFINED
MELLON FINL CORP	COM	58551A108	1456	42500	SH	DEFINED
MERCK + CO INC	COM	589331107	7237	227500	SH	DEFINED
MERCURY INTERACTIVE CORP	COM	589405109	459	16500	SH	DEFINED
MERRILL LYNCH + CO INC	COM	590188108	6130	90500	SH	DEFINED
METLIFE INC	COM	59156R108	4508	92000	SH	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	825	62000	SH	DEFINED
MICROSOFT CORP	COM	594918104	25575	978000	SH	DEFINED
MOLEX INC	COM	608554101	519	20000	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	2132	27500	SH	DEFINED
MONSTER WORLDWIDE INC	COM	611742107	531	13000	SH	DEFINED
MOODYS CORP	COM	615369105	3992	65000	SH	DEFINED
MORGAN STANLEY	COM	617446448	7319	129000	SH	DEFINED
MOTOROLA INC	COM	620076109	5896	261000	SH	DEFINED
NATIONAL CITY CORP	COM	635405103	2182	65000	SH	DEFINED
NATIONAL SEMICONDUCTOR CORP	COM	637640103	948	36500	SH	DEFINED
NATUZZI S P A	ADR	63905A101	1269	181340	SH	DEFINED
NETWORK APPLIANCE INC	COM	64120L104	999	37000	SH	DEFINED
NEWELL RUBBERMAID INC	COM	651229106	713	30000	SH	DEFINED
NEWMONT MNG CORP	COM	651639106	3471	65000	SH	DEFINED
NIKE INC	COM	654106103	2170	25000	SH	DEFINED
NOBLE CORPORATION	COM	G65422100	1940	27500	SH	DEFINED

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NORFOLK SOUTHN CORP	COM	655844108	2017	45000	SH	DEFINED
NORTH FORK BANCORPORATION INC	COM	659424105	2688	98250	SH	DEFINED
NORTHERN TRUST CORP	COM	665859104	1296	25000	SH	DEFINED
NORTHROP GRUMMAN CORP	COM	666807102	2164	36000	SH	DEFINED
NOVELL INC	COM	670006105	318	36000	SH	DEFINED
NOVELLUS SYS INC	COM	670008101	362	15000	SH	DEFINED
NUCOR CORP	COM	670346105	1668	25000	SH	DEFINED
OCCIDENTAL PETE CORP	COM	674599105	4393	55000	SH	DEFINED
OFFICE DEPOT INC	COM	676220106	942	30000	SH	DEFINED
OMNICOM GROUP	COM	681919106	1881	22100	SH	DEFINED
ORACLE CORP	COM	68389X105	5250	430000	SH	DEFINED
ORBOTECH LTD	COM	M75253100	1498	62500	SH	DEFINED
PACCAR INC	COM	693718108	1281	18500	SH	DEFINED
PARKER HANNIFIN CORP	COM	701094104	660	10000	SH	DEFINED
PAYCHEX INC	COM	704326107	1391	36500	SH	DEFINED
PENNEY J C INC	COM	708160106	1446	26000	SH	DEFINED
PEPSI BOTTLING GROUP INC	COM	713409100	715	25000	SH	DEFINED
PEPSICO INC	COM	713448108	11958	202400	SH	DEFINED
PETROLEO BRASILEIRO SA	ADR	71654V408	3385	47500	SH	DEFINED
PFIZER INC	COM	717081103	18656	800000	SH	DEFINED
PG+E CORP	COM	69331C108	1670	45000	SH	DEFINED
PHELPS DODGE CORP	COM	717265102	1439	10000	SH	DEFINED
PHOENIX COMPANIES	COM	71902E109	1389	101817	SH	SOLE
PITNEY BOWES INC	COM	724479100	1056	25000	SH	DEFINED
PPG INDS INC	COM	693506107	1158	20000	SH	DEFINED
PPL CORP	COM	69351T106	1176	40000	SH	DEFINED
PRAXAIR INC	COM	74005P104	1748	33000	SH	DEFINED
PRINCIPAL FINANCIAL GROUP	COM	74251V102	1660	35000	SH	DEFINED
PROCTER AND GAMBLE CO	COM	742718109	23586	407500	SH	DEFINED
PROGRESS ENERGY INC	COM	743263105	878	20000	SH	DEFINED
PROGRESSIVE CORP OHIO	COM	743315103	2336	20000	SH	DEFINED
PROKOM SOFTWARE S A	GDR	743394207	741	35000	SH	DEFINED
PRUDENTIAL FINL INC	COM	744320102	5050	69000	SH	DEFINED
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	3216	49500	SH	DEFINED
PULTE HOMES INC	COM	745867101	1023	26000	SH	DEFINED
QLOGIC CORP	COM	747277101	488	15000	SH	DEFINED
QUALCOMM INC	COM	747525103	7324	170000	SH	DEFINED
QUEST DIAGNOSTICS INC	COM	74834L100	1081	21000	SH	DEFINED
QWEST COMMUNICATIONS INTL INC	COM	749121109	1045	185000	SH	DEFINED
RAYTHEON CO	COM	755111507	2008	50000	SH	DEFINED
ROBERT HALF INTL INC	COM	770323103	625	16500	SH	DEFINED
ROCKWELL AUTOMATION INC	COM	773903109	1183	20000	SH	DEFINED
ROCKWELL COLLINS INC	COM	774341101	929	20000	SH	DEFINED
ROHM + HAAS CO	COM	775371107	1695	35000	SH	DEFINED
SAFEWAY INC	COM	786514208	1065	45000	SH	DEFINED
SANMINA SCI CORP	COM	800907107	234	55000	SH	DEFINED
SARA LEE CORP	COM	803111103	945	50000	SH	DEFINED
SCHERING PLOUGH CORP	COM	806605101	3253	156000	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	5829	60000	SH	DEFINED
SCHWAB CHARLES CORP	COM	808513105	1746	119000	SH	DEFINED
SEARS HLDGS CORP	COM	812350106	1156	10010	SH	DEFINED
SEMPRA ENERGY	COM	816851109	1569	35000	SH	DEFINED
SIEBEL SYS INC	COM	826170102	635	60000	SH	DEFINED
SIGMA ALDRICH	COM	826552101	506	8000	SH	DEFINED
SK TELECOM LTD	COM	78440P108	2536	125000	SH	DEFINED
SLM CORP	COM	78442P106	3966	72000	SH	DEFINED
SOLECTRON CORP	COM	834182107	357	97550	SH	DEFINED
SOUTHERN CO	COM	842587107	2590	75000	SH	DEFINED
SOUTHWEST AIRLS CO	COM	844741108	1323	80500	SH	DEFINED
SPRINT NEXTEL CORP	COM	852061100	7667	328227	SH	DEFINED
ST JUDE MED INC	COM	790849103	1707	34000	SH	DEFINED
ST PAUL TRAVELERS COS INC	COM	792860108	3127	70000	SH	DEFINED

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STANLEY WORKS	COM	854616109	432	9000	SH	DEFINED
STAPLES INC	COM	855030102	2589	114000	SH	DEFINED
STARBUCKS CORP	COM	855244109	2161	72000	SH	DEFINED
STARWOOD HOTELS + RESORTS	COM	85590A203	1852	29000	SH	DEFINED
STATE STREET CORPORATION	COM	857477103	1996	36000	SH	DEFINED
STRYKER CORP	COM	863667101	1777	40000	SH	DEFINED
SUN MICROSYSTEMS INC	COM	866810104	1299	310000	SH	DEFINED
SUNTRUST BKS INC	COM	867914103	2729	37500	SH	DEFINED
SYMANTEC CORP	COM	871503108	2285	130589	SH	DEFINED
SYSCO CORP	COM	871829107	2639	65000	SH	DEFINED
TAIWAN GTR CHINA FD	COM	874037104	582	132882	SH	DEFINED
TARGET CORP	COM	87612E106	5222	95000	SH	DEFINED
TELE NORTE LESTE PARTICIPACOES	ADR	879246106	717	40000	SH	DEFINED
TELEFONOS DE MEXICO S A	ADR	879403780	2863	116000	SH	DEFINED
TELEFONOS DE MEXICO S A	ADR	879403707	2303	95000	SH	DEFINED
TELLABS INC	COM	879664100	654	60000	SH	DEFINED
TEMPLE INLAND INC	COM	879868107	449	10000	SH	DEFINED
TENET HEALTHCARE CORP	COM	88033G100	383	50000	SH	DEFINED
TERADYNE INC	COM	880770102	291	20000	SH	DEFINED
TEXAS INSTRS INC	COM	882508104	5773	180000	SH	DEFINED
TEXTRON INC	COM	883203101	1501	19500	SH	DEFINED
TIFFANY + CO NEW	COM	886547108	574	15000	SH	DEFINED
TIME WARNER INC NEW	COM	887317105	9069	520000	SH	DEFINED
TJX COS INC NEW	COM	872540109	1858	80000	SH	DEFINED
TRANSOCEAN INC	COM	G90078109	3136	45000	SH	DEFINED
TRIBUNE CO NEW	COM	896047107	1301	43000	SH	DEFINED
TXU CORP	COM	873168108	2911	29000	SH	DEFINED
TYCO INTL LTD	COM	902124106	6032	209000	SH	DEFINED
UNION PAC CORP	COM	907818108	2174	27000	SH	DEFINED
UNISYS CORP	COM	909214108	175	30000	SH	DEFINED
UNITED PARCEL SVC INC	COM	911312106	8642	115000	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	6430	115000	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	10750	173000	SH	DEFINED
US BANCORP DEL	COM	902973304	5933	198500	SH	DEFINED
UST INC	COM	902911106	408	10000	SH	DEFINED
VALERO ENERGY CORP	COM	91913Y100	2683	52000	SH	DEFINED
VERIZON COMMUNICATIONS	COM	92343V104	8554	284000	SH	DEFINED
VIACOM INC	COM	925524308	5053	155000	SH	DEFINED
VULCAN MATLS CO	COM	929160109	678	10000	SH	DEFINED
WACHOVIA CORP 2ND NEW	COM	929903102	10803	204370	SH	DEFINED
WAL MART STORES INC	COM	931142103	12402	265000	SH	DEFINED
WALGREEN CO	COM	931422109	4869	110000	SH	DEFINED
WASHINGTON MUT INC	COM	939322103	3915	90000	SH	DEFINED
WASTE MGMT INC DEL	COM	94106L109	1760	58000	SH	DEFINED
WELLPOINT INC	COM	94973V107	5904	74000	SH	DEFINED
WELLS FARGO + CO NEW	COM	949746101	10995	175000	SH	DEFINED
WENDYS INTL INC	COM	950590109	691	12500	SH	DEFINED
WEYERHAEUSER CO	COM	962166104	1625	24500	SH	DEFINED
WHIRLPOOL CORP	COM	963320106	670	8000	SH	DEFINED
WILLIAMS COS INC	COM	969457100	1390	60000	SH	DEFINED
WRIGLEY WM JR CO	COM	982526105	1529	23000	SH	DEFINED
WYETH	COM	983024100	6680	145000	SH	DEFINED
XCEL ENERGY INC	COM	98389B100	738	40000	SH	DEFINED
XEROX CORP	COM	984121103	1406	96000	SH	DEFINED
XILINX INC	COM	983919101	895	35500	SH	DEFINED
XTO ENERGY INC	COM	98385X106	1963	44666	SH	DEFINED
YAHOO INC	COM	984332106	5426	138500	SH	DEFINED
YUM BRANDS INC	COM	988498101	1360	29000	SH	DEFINED
ZIMMER HOLDINGS INC	COM	98956P102	2529	37500	SH	DEFINED
ZIONS BANCORP	COM	989701107	831	11000	SH	DEFINED

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