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BP PLC
Form 13F-HR
February 02, 2011

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, 2010

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 February 1, 2011

[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: 255

 Form 13F Information Table Value Total: \$ 1,593,606

 (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, 2010

ISSUER	TITLE OF CLASS	CUSIP	MARKET VALUE (USD 000)	SHARES /PRN AMT	SH/ PRN	INVESTMENT DISCRETION	MA
3M CO	COM	88579Y101	10,010	116000		DEFINED	
ABBOTT LABORATORIES	COM	002824100	11,978	250000		DEFINED	
AETNA INC	COM	00817Y108	1,526	50000		DEFINED	
AFLAC INC	COM	001055102	3,386	60000		DEFINED	
AGILENT TECHNOLOGIES INC	COM	00846U101	5,386	130000		DEFINED	
AIR PRODUCTS + CHEMICALS	COM	009158106	5,002	55000		DEFINED	
ALCOA INC	COM	013817101	2,709	176000		DEFINED	
ALLERGAN INC	COM	018490102	4,326	63000		DEFINED	
ALLSTATE CORP	COM	020002101	2,391	75000		DEFINED	
ALTERA CORPORATION	COM	021441100	4,449	125000		DEFINED	
ALTRIA GROUP INC	COM	02209S103	6,891	280000		DEFINED	
AMAZON.COM INC	COM	023135106	8,094	45000		DEFINED	
AMERICA MOVIL ADR SERIES	ADR	02364W204	17,028	300000		DEFINED	
AMERICA MOVIL ADR SERIES	ADR	02364W105	5,804	101224		DEFINED	
AMERICAN EXPRESS CO	COM	025816109	9,657	225000		DEFINED	
AMERICAN TOWER CORP CL A	COM	029912201	4,337	84000		DEFINED	
AMERISOURCEBERGEN CORP	COM	03073E105	1,501	44000		DEFINED	

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AMGEN INC	COM	031162100	6,917	126000	DEFINED
AMPHENOL CORP CL A	COM	032095101	3,377	64000	DEFINED
ANADARKO PETROLEUM CORP	COM	032511107	7,616	100000	DEFINED
AOL INC	COM	00184X105	711	30000	DEFINED
APACHE CORP	COM	037411105	8,465	71000	DEFINED
APPLE INC	COM	037833100	38,530	119500	DEFINED
APPLIED MATERIALS INC	COM	038222105	3,928	280000	DEFINED
ARCH CAPITAL GROUP LTD	COM	G0450A105	2,060	23400	DEFINED
ARCHER DANIELS MIDLAND CO	COM	039483102	4,211	140000	DEFINED
ASIAINFO LINKAGE INC	COM	04518A104	6,462	390000	DEFINED
AT+T INC	COM	00206R102	24,092	820000	DEFINED
AUTOMATIC DATA PROCESSING	COM	053015103	3,883	84000	DEFINED
AUTOZONE INC	COM	053332102	1,908	7000	DEFINED
BAKER HUGHES INC	COM	057224107	6,860	120000	DEFINED
BANCO BRADESCO ADR	ADR	059460303	2,578	127050	DEFINED
BANK OF AMERICA CORP	COM	060505104	18,676	1400000	DEFINED
BANK OF NEW YORK MELLON	COM	064058100	7,248	240000	DEFINED
BAXTER INTERNATIONAL INC	COM	071813109	5,061	100000	DEFINED
BB+T CORP	COM	054937107	2,366	90000	DEFINED
BECTON DICKINSON AND CO	COM	075887109	2,874	34000	DEFINED
BEST BUY CO INC	COM	086516101	1,543	45000	DEFINED
BMC SOFTWARE INC	COM	055921100	2,216	47000	DEFINED
BOEING CO	COM	097023105	7,309	112000	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	4,237	160000	DEFINED
BROADCOM CORP CL A	COM	111320107	2,701	62000	DEFINED
CAPITAL ONE FINANCIAL	COM	14040H105	4,042	95000	DEFINED
CARDINAL HEALTH INC	COM	14149Y108	1,916	50000	DEFINED
CARNIVAL CORP	COM	143658300	4,611	100000	DEFINED
CATERPILLAR INC	COM	149123101	7,493	80000	DEFINED
CBS CORP CLASS B NON	COM	124857202	3,427	180000	DEFINED
CELGENE CORP	COM	151020104	3,782	64000	DEFINED
CEMEX SAB SPONS ADR PART	ADR	151290889	3,125	291802	DEFINED
CHEVRON CORP	COM	166764100	28,744	315000	DEFINED
CIA SIDERURGICA NAACL SP	ADR	20440W105	1,089	65400	DEFINED
CISCO SYSTEMS INC	COM	17275R102	15,158	750000	DEFINED
CITIGROUP INC	COM	172967101	21,758	4600000	DEFINED
CITRIX SYSTEMS INC	COM	177376100	1,814	26531	DEFINED
COACH INC	COM	189754104	4,314	78000	DEFINED
COCA COLA CO/THE	COM	191216100	20,849	317000	DEFINED
COGNIZANT TECH SOLUTIONS	COM	192446102	2,858	39000	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	5,626	70000	DEFINED
COMCAST CORP CLASS A	COM	20030N101	8,792	400000	DEFINED
COMPANHIA DE BEBIDAS PRF	ADR	20441W203	2,017	65000	DEFINED
COMPUTER SCIENCES CORP	COM	205363104	1,537	31000	DEFINED
CONCHO RESOURCES INC	COM	20605P101	4,816	55000	DEFINED
CONOCOPHILLIPS	COM	20825C104	17,025	250000	DEFINED
CONSTELLATION ENERGY GR	COM	210371100	3,981	130000	DEFINED
CORNING INC	COM	219350105	4,231	219000	DEFINED
COSTCO WHOLESALE CORP	COM	22160K105	4,333	60000	DEFINED
COVIDIEN PLC	COM	G2554F105	2,554	56000	DEFINED
CR BARD INC	COM	067383109	1,285	14000	DEFINED
CSX CORP	COM	126408103	3,231	50000	DEFINED
CTRIPO.COM INTERNATIONAL	ADR	22943F100	5,459	135000	DEFINED
CUMMINS INC	COM	231021106	3,190	29000	DEFINED
CVS CAREMARK CORP	COM	126650100	8,171	235000	DEFINED
DANAHER CORP	COM	235851102	4,244	90000	DEFINED
DEERE + CO	COM	244199105	6,727	81000	DEFINED
DELL INC	COM	24702R101	2,977	220000	DEFINED
DEVON ENERGY CORPORATION	COM	25179M103	5,810	74000	DEFINED
DIAMOND OFFSHORE DRILLING	COM	25271C102	3,344	50000	DEFINED
DIRECTV CLASS A	COM	25490A101	4,871	122000	DEFINED
DOMINION RESOURCES INC/VA	COM	25746U109	4,272	100000	DEFINED

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DOVER CORP	COM	260003108	1,577	27000	DEFINED
DOW CHEMICAL	COM	260543103	5,155	151000	DEFINED
DU PONT (E.I.) DE NEMOURS	COM	263534109	9,226	185000	DEFINED
EATON CORP	COM	278058102	2,335	23000	DEFINED
EBAY INC	COM	278642103	5,979	215000	DEFINED
ELI LILLY + CO	COM	532457108	4,202	120000	DEFINED
EMBRAER SA ADR	ADR	29082A107	294	10000	DEFINED
EMC CORP/MASS	COM	268648102	9,618	420000	DEFINED
EMERSON ELECTRIC CO	COM	291011104	6,975	122000	DEFINED
ENTERGY CORP	COM	29364G103	1,842	26000	DEFINED
ESTEE LAUDER COMPANIES CL	COM	518439104	1,372	17000	DEFINED
EXELON CORP	COM	30161N101	6,496	156000	DEFINED
EXPRESS SCRIPTS INC	COM	302182100	5,835	108000	DEFINED
EXXON MOBIL CORP	COM	30231G102	51,915	710000	DEFINED
FIFTH THIRD BANCORP	COM	316773100	1,468	100000	DEFINED
FIRST HORIZON NATIONAL	COM	320517105	1,675	142209	DEFINED
FISERV INC	COM	337738108	2,634	45000	DEFINED
FLUOR CORP	COM	343412102	2,385	36000	DEFINED
FOMENTO ECONOMICO MEX SP	ADR	344419106	6,215	111300	DEFINED
FORD MOTOR CO	COM	345370860	7,220	430000	DEFINED
FREEMPORT MCMORAN COPPER	COM	35671D857	8,406	70000	DEFINED
FRONTIER COMMUNICATIONS	COM	35906A108	3,892	400000	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	3,690	52000	DEFINED
GENERAL ELECTRIC CO	COM	369604103	28,715	1570000	DEFINED
GILEAD SCIENCES INC	COM	375558103	5,436	150000	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	12,611	75000	DEFINED
GOODRICH CORP	COM	382388106	2,290	26000	DEFINED
GOOGLE INC CL A	COM	38259P508	22,066	37155	DEFINED
GRUPO TELEVISIA SA SPONS	ADR	40049J206	4,016	155000	DEFINED
HALLIBURTON CO	COM	406216101	4,900	120000	DEFINED
HARTFORD FINANCIAL SVCS	COM	416515104	2,912	110000	DEFINED
HESS CORP	COM	42809H107	5,281	69000	DEFINED
HEWLETT PACKARD CO	COM	428236103	15,409	366000	DEFINED
HJ HEINZ CO	COM	423074103	2,819	57000	DEFINED
HOME DEPOT INC	COM	437076102	7,010	200000	DEFINED
HONEYWELL INTERNATIONAL	COM	438516106	7,017	132000	DEFINED
HOSPIRA INC	COM	441060100	1,838	33000	DEFINED
HOST HOTELS + RESORTS INC	COM	44107P104	4,468	250000	DEFINED
INGERSOLL RAND PLC	COM	G47791101	3,531	75000	DEFINED
INTEL CORP	COM	458140100	17,455	830000	DEFINED
INTERPUBLIC GROUP OF COS	COM	460690100	2,549	240000	DEFINED
INTL BUSINESS MACHINES	COM	459200101	25,389	173000	DEFINED
INTUIT INC	COM	461202103	3,055	62000	DEFINED
INTUITIVE SURGICAL INC	COM	46120E602	1,933	7500	DEFINED
INVESCO LTD	COM	G491BT108	2,597	108000	DEFINED
ISHARES COHEN + STEERS	COM	464287564	12,420	190000	DEFINED
ITAU UNIBANCO HLDNG PREF	ADR	465562106	1,649	68750	DEFINED
ITT CORP	COM	450911102	4,377	84000	DEFINED
JANUS CAPITAL GROUP INC	COM	47102X105	1,554	120000	DEFINED
JDS UNIPHASE CORP	COM	46612J507	2,608	180000	DEFINED
JOHNSON + JOHNSON	COM	478160104	25,664	415000	DEFINED
JOHNSON CONTROLS INC	COM	478366107	6,112	160000	DEFINED
JPMORGAN CHASE + CO	COM	46625H100	24,174	570000	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	4,246	115000	DEFINED
KANSAS CITY SOUTHERN	COM	485170302	3,590	75000	DEFINED
KEYCORP	COM	493267108	2,655	300000	DEFINED
KLA TENCOR CORPORATION	COM	482480100	1,082	28000	DEFINED
KOHL'S CORP	COM	500255104	3,586	66000	DEFINED
KRAFT FOODS INC CLASS A	COM	50075N104	6,428	204000	DEFINED
KROGER CO	COM	501044101	2,057	92000	DEFINED
LEUCADIA NATIONAL CORP	COM	527288104	759	26000	DEFINED
LG DISPLAY CO LTD ADR	ADR	50186V102	3,105	175000	DEFINED

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LINCOLN NATIONAL CORP	COM	534187109	2,502	90000	DEFINED
LINEAR TECHNOLOGY CORP	COM	535678106	1,108	32000	DEFINED
LORILLARD INC	COM	544147101	2,690	32797	DEFINED
LOWE S COS INC	COM	548661107	4,765	190000	DEFINED
M + T BANK CORP	COM	55261F104	5,223	60000	DEFINED
MACY S INC	COM	55616P104	2,834	112000	DEFINED
MARVELL TECHNOLOGY GROUP	COM	G5876H105	1,854	100000	DEFINED
MASTERCARD INC CLASS A	COM	57636Q104	2,913	13000	DEFINED
MATTEL INC	COM	577081102	1,348	53000	DEFINED
MCDONALD S CORP	COM	580135101	10,592	138000	DEFINED
MCGRAW HILL COMPANIES INC	COM	580645109	1,602	44000	DEFINED
MCKESSON CORP	COM	58155Q103	2,745	39000	DEFINED
MEDCO HEALTH SOLUTIONS	COM	58405U102	5,820	95000	DEFINED
MEDTRONIC INC	COM	585055106	5,378	145000	DEFINED
MELCO CROWN ENTERTAINME	ADR	585464100	6,340	1000000	DEFINED
MEMC ELECTRONIC MATERIALS	COM	552715104	586	52000	DEFINED
MERCK + CO. INC.	COM	58933Y105	14,416	400000	DEFINED
METLIFE INC	COM	59156R108	5,776	130000	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	2,406	300000	DEFINED
MICROSOFT CORP	COM	594918104	30,411	1090000	DEFINED
MINDRAY MEDICAL INTL LTD	ADR	602675100	6,888	261000	DEFINED
MONSANTO CO	COM	61166W101	5,918	85000	DEFINED
MORGAN STANLEY	COM	617446448	4,898	180000	DEFINED
MOTOROLA INC	COM	620076109	5,611	620000	DEFINED
NABORS INDUSTRIES LTD	COM	G6359F103	4,686	200000	DEFINED
NATIONAL OILWELL VARCO	COM	637071101	5,044	75000	DEFINED
NETAPP INC	COM	64110D104	4,947	90000	DEFINED
NEW ORIENTAL EDUCATIO SP	ADR	647581107	7,577	72000	DEFINED
NEWMONT MINING CORP	COM	651639106	7,676	125000	DEFINED
NEWS CORP CLASS B	COM	65248E203	4,881	298000	DEFINED
NIKE INC CL B	COM	654106103	5,723	67000	DEFINED
NORFOLK SOUTHERN CORP	COM	655844108	5,778	92000	DEFINED
NORTHROP GRUMMAN CORP	COM	666807102	2,915	45000	DEFINED
NUCOR CORP	COM	670346105	2,410	55000	DEFINED
NVIDIA CORP	COM	67066G104	2,834	184000	DEFINED
NYSE EURONEXT	COM	629491101	2,338	78000	DEFINED
OCCIDENTAL PETROLEUM CORP	COM	674599105	12,459	127000	DEFINED
ORACLE CORP	COM	68389X105	18,918	605000	DEFINED
P G + E CORP	COM	69331C108	4,784	100000	DEFINED
PACCAR INC	COM	693718108	2,867	50000	DEFINED
PAYCHEX INC	COM	704326107	4,941	160000	DEFINED
PEABODY ENERGY CORP	COM	704549104	1,919	30000	DEFINED
PEPSICO INC	COM	713448108	14,174	217000	DEFINED
PETROLEO BRASILEIRO S.A.	ADR	71654V408	3,402	90000	DEFINED
PFIZER INC	COM	717081103	18,298	1045000	DEFINED
PHILIP MORRIS INTERNATION	COM	718172109	14,925	255000	DEFINED
PHOENIX COMPANIES	COM	71902E109	259	101817	SOLE
PNC FINANCIAL SERVICES	COM	693475105	5,586	92000	DEFINED
PPG INDUSTRIES INC	COM	693506107	5,044	60000	DEFINED
PPL CORPORATION	COM	69351T106	1,974	75000	DEFINED
PRAXAIR INC	COM	74005P104	5,346	56000	DEFINED
PRECISION CASTPARTS CORP	COM	740189105	3,550	25500	DEFINED
PRINCIPAL FINANCIAL GROUP	COM	74251V102	1,628	50000	DEFINED
PROCTER + GAMBLE CO/THE	COM	742718109	25,732	400000	DEFINED
PROGRESSIVE CORP	COM	743315103	1,888	95000	DEFINED
PRUDENTIAL FINANCIAL INC	COM	744320102	3,523	60000	DEFINED
PUBLIC SERVICE ENTERPRISE	COM	744573106	3,181	100000	DEFINED
QUALCOMM INC	COM	747525103	12,860	260000	DEFINED
QWEST COMMUNICATIONS INTL	COM	749121109	1,697	223000	DEFINED
RAYTHEON COMPANY	COM	755111507	1,854	40000	DEFINED
REGIONS FINANCIAL CORP	COM	7591EP100	2,656	380000	DEFINED
ROCKWELL COLLINS INC.	COM	774341101	1,282	22000	DEFINED

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SCHLUMBERGER LTD	COM	806857108	17,118	205000	DEFINED
SEMPRA ENERGY	COM	816851109	2,414	46000	DEFINED
SIGMA ALDRICH	COM	826552101	2,662	40000	DEFINED
SINA CORP	COM	G81477104	7,914	115000	DEFINED
SLM CORP	COM	78442P106	3,145	250000	DEFINED
SOUTHERN CO	COM	842587107	6,881	180000	DEFINED
SPECTRA ENERGY CORP	COM	847560109	4,373	175000	DEFINED
SPRINT NEXTEL CORP	COM	852061100	2,961	700000	DEFINED
ST JUDE MEDICAL INC	COM	790849103	1,710	40000	DEFINED
STANLEY BLACK + DECKER	COM	854502101	5,350	80000	DEFINED
STAPLES INC	COM	855030102	2,254	99000	DEFINED
STATE STREET CORP	COM	857477103	4,495	97000	DEFINED
SUNTRUST BANKS INC	COM	867914103	4,424	150000	DEFINED
SUPERVALU INC	COM	868536103	2,311	240000	DEFINED
SYSCO CORP	COM	871829107	4,851	165000	DEFINED
T ROWE PRICE GROUP INC	COM	74144T108	4,645	72000	DEFINED
TAIWAN GTR CHINA FD	COM	874037104	346	45846	DEFINED
TARGET CORP	COM	87612E106	8,417	140000	DEFINED
TELE NORTE LESTE PART ADR	ADR	879246106	228	15500	DEFINED
TELEFONOS DE MEXICO SP AD	ADR	879403707	1,510	95000	DEFINED
TELEFONOS DE MEXICO SP AD	ADR	879403780	1,871	116000	DEFINED
TEXAS INSTRUMENTS INC	COM	882508104	8,775	270000	DEFINED
THERMO FISHER SCIENTIFIC	COM	883556102	3,266	59000	DEFINED
TIME WARNER CABLE	COM	88732J207	2,742	41536	DEFINED
TIME WARNER INC	COM	887317303	5,351	166333	DEFINED
TJX COMPANIES INC	COM	872540109	3,018	68000	DEFINED
UNION PACIFIC CORP	COM	907818108	7,413	80000	DEFINED
UNITED PARCEL SERVICE CL	COM	911312106	12,337	170000	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	10,076	128000	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	6,789	188000	DEFINED
US BANCORP	COM	902973304	9,224	342000	DEFINED
VALE SA SP ADR	ADR	91912E105	5,704	165000	DEFINED
VALERO ENERGY CORP	COM	91913Y100	2,287	99000	DEFINED
VERIZON COMMUNICATIONS	COM	92343V104	15,023	420000	DEFINED
VF CORP	COM	918204108	1,723	20000	DEFINED
VIACOM INC CLASS B	COM	92553P201	3,446	87000	DEFINED
VIRTUS	COM	92828Q109	231	5090	SOLE
VISA INC CLASS A SHARES	COM	92826C839	4,082	58000	DEFINED
WAL MART STORES INC	COM	931142103	17,797	330000	DEFINED
WALGREEN CO	COM	931422109	5,376	138000	DEFINED
WALT DISNEY CO/THE	COM	254687106	9,563	255000	DEFINED
WATERS CORP	COM	941848103	1,166	15000	DEFINED
WELLPOINT INC	COM	94973V107	4,549	80000	DEFINED
WELLS FARGO + CO	COM	949746101	21,066	680000	DEFINED
WESTERN DIGITAL CORP	COM	958102105	2,204	65000	DEFINED
WESTERN UNION CO	COM	959802109	1,894	102000	DEFINED
WILLIAMS COS INC	COM	969457100	2,891	117000	DEFINED
WISCONSIN ENERGY CORP	COM	976657106	2,472	42000	DEFINED
XEROX CORP	COM	984121103	4,723	410000	DEFINED
XILINX INC	COM	983919101	1,131	39000	DEFINED
YAHOO INC	COM	984332106	4,493	270000	DEFINED
YUM BRANDS INC	COM	988498101	3,188	65000	DEFINED

1,593,606