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BP PLC  
Form 13F-HR  
August 02, 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: June 30, 2006

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                      28th July 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: 408  
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 Form 13F Information Table Value Total: \$ 1,518,835  
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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  
 JUNE 30, 2006

ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES /PRN AMT	SH/PRN	INVESTMENT DISCRETION
3M CO	COM	88579Y101	6462	80000	SH	DEFINED
ABBOTT LABS	COM	002824100	7196	165000	SH	DEFINED
ACE LTD	COM	G0070K103	2226	44000	SH	DEFINED
ADOBE SYS INC	COM	00724F101	1973	65000	SH	DEFINED
ADVANCED MICRO DEVICES INC	COM	007903107	1099	45000	SH	DEFINED
AES CORP	COM	00130H105	1402	76000	SH	DEFINED
AETNA INC	COM	00817Y108	2875	72000	SH	DEFINED
AFFILIATED COMPUTER SVCS INC	COM	008190100	619	12000	SH	DEFINED
AFLAC INC	COM	001055102	2433	52500	SH	DEFINED
AGILENT TECHNOLOGIES INC	COM	00846U101	1641	52000	SH	DEFINED
AIR PRODS + CHEMS INC	COM	009158106	1918	30000	SH	DEFINED
ALCOA INC	COM	013817101	2848	88000	SH	DEFINED
ALLEGHENY ENERGY INC	COM	017361106	1483	40000	SH	DEFINED
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	692	10000	SH	DEFINED
ALLSTATE CORP	COM	020002101	4378	80000	SH	DEFINED
ALLTEL CORP	COM	020039103	2904	45500	SH	DEFINED
ALTERA CORP	COM	021441100	878	50000	SH	DEFINED

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ALTRIA GROUP INC	COM	02209S103	16889	230000	SH	DEFINED
AMBAC FINL GROUP INC	COM	023139108	933	11500	SH	DEFINED
AMEREN CORP	COM	023608102	1010	20000	SH	DEFINED
AMERICA MOVIL S A DE C V	ADR	02364W204	9702	300000	SH	DEFINED
AMERICA MOVIL S A DEC V	ADR	02364W105	3526	106000	SH	DEFINED
AMERICAN ELEC PWR INC	COM	025537101	1370	40000	SH	DEFINED
AMERICAN EXPRESS CO	COM	025816109	8196	154000	SH	DEFINED
AMERICAN INTL GROUP INC	COM	026874107	16180	274000	SH	DEFINED
AMERICAN PWR CONVERSION CORP	COM	029066107	390	20000	SH	DEFINED
AMERICAN STD COS INC DEL	COM	029712106	822	19000	SH	DEFINED
AMERIPRISE FINL INC	COM	03076C106	1376	30800	SH	DEFINED
AMERISOURCEBERGEN CORP	COM	03073E105	1048	25000	SH	DEFINED
AMGEN INC	COM	031162100	9458	145000	SH	DEFINED
AMSOUTH BANCORPORATION	COM	032165102	926	35000	SH	DEFINED
ANADARKO PETE CORP	COM	032511107	2385	50000	SH	DEFINED
ANALOG DEVICES INC	COM	032654105	1286	40000	SH	DEFINED
ANHEUSER BUSCH COS INC	COM	035229103	3191	70000	SH	DEFINED
AON CORP	COM	037389103	1462	42000	SH	DEFINED
APACHE CORP	COM	037411105	2252	33000	SH	DEFINED
APOLLO GROUP INC	COM	037604105	982	19000	SH	DEFINED
APPLE COMPUTER	COM	037833100	5169	90500	SH	DEFINED
APPLERA CORP APPLIED BIOSYS	COM	038020103	647	20000	SH	DEFINED
APPLIED MATERIALS INC	COM	038222105	2800	172000	SH	DEFINED
ARCH CAP GROUP LTD	COM	G0450A105	785	13200	SH	DEFINED
ARCH CAPITAL GROUP	COM	G0450A105	491	8250	SH	SOLE
ARCHER DANIELS MIDLAND CO	COM	039483102	2890	70000	SH	DEFINED
AT+T INC	COM	00206R102	11714	420000	SH	DEFINED
AUTODESK INCORPORATED	COM	052769106	862	25000	SH	DEFINED
AUTOMATIC DATA PROCESSING INC	COM	053015103	2721	60000	SH	DEFINED
AVAYA INC	COM	053499109	799	70000	SH	DEFINED
AVON PRODS INC	COM	054303102	1550	50000	SH	DEFINED
BAKBONE SOFTWARE	COM	057101107	137	87949	SH	SOLE
BAKER HUGHES INC	COM	057224107	4297	52500	SH	DEFINED
BANCO BRADESCO SA	ADR	059460303	1244	40000	SH	DEFINED
BANCO ITAU S A	ADR	059602201	802	27500	SH	DEFINED
BANK AMER CORP	COM	060505104	23617	491000	SH	DEFINED
BANK NEW YORK INC	COM	064057102	3220	100000	SH	DEFINED
BARD C R INC	COM	067383109	1099	15000	SH	DEFINED
BAUSCH + LOMB INC	COM	071707103	294	6000	SH	DEFINED
BAXTER INTL INC	COM	071813109	2298	62500	SH	DEFINED
BB+T CORP	COM	054937107	2080	50000	SH	DEFINED
BECTON DICKINSON + CO	COM	075887109	1528	25000	SH	DEFINED
BED BATH + BEYOND INC	COM	075896100	995	30000	SH	DEFINED
BELLSOUTH CORP	COM	079860102	7059	195000	SH	DEFINED
BEST BUY CO INC	COM	086516101	2386	43500	SH	DEFINED
BIOGEN IDEC INC	COM	09062X103	1575	34000	SH	DEFINED
BJ SVCS CO	COM	055482103	2012	54000	SH	DEFINED
BLACK + DECKER CORPORATION	COM	091797100	1267	15000	SH	DEFINED
BLOCK H + R INC	COM	093671105	859	36000	SH	DEFINED
BMC SOFTWARE INC	COM	055921100	550	23000	SH	DEFINED
BOEING CO	COM	097023105	7044	86000	SH	DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	2133	126656	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	5172	200000	SH	DEFINED
BROADCOM CORP	COM	111320107	1442	48000	SH	DEFINED
BURLINGTON NORTHN SANTA FE	COM	12189T104	3091	39000	SH	DEFINED
BUTTERFIELD FD MGR THAI EURO	COM	335020905	3418	180000	SH	DEFINED
CA INC	COM	12673P105	1130	55000	SH	DEFINED
CAPITAL ONE FINL CORP	COM	14040H105	3760	44000	SH	DEFINED
CARDINAL HEALTH INC	COM	14149Y108	3345	52000	SH	DEFINED
CAREMARK RX INC	COM	141705103	2743	55000	SH	DEFINED
CARNIVAL CORP	COM	143658300	1878	45000	SH	DEFINED
CARSO GLOBAL TELECOM SA DE CV	ADR	14574P101	666	160000	SH	DEFINED

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CATERPILLAR INC	COM	149123101	5884	79000	SH	DEFINED
CBS CORP CLASS B	COM	124857202	2367	87500	SH	DEFINED
CEMEX S A	ADR	151290889	7416	126586	SH	DEFINED
CENDANT CORP	COM	151313103	1955	120000	SH	DEFINED
CENTERPOINT ENERGY INC	COM	15189T107	950	76000	SH	DEFINED
CENTEX CORP	COM	152312104	704	14000	SH	DEFINED
CHESAPEAKE ENERGY CORP	COM	165167107	1513	50000	SH	DEFINED
CHEVRON CORP	COM	166764100	14671	236403	SH	DEFINED
CHUBB CORP	COM	171232101	1996	40000	SH	DEFINED
CIGNA CORP	COM	125509109	1970	20000	SH	DEFINED
CINTAS CORP	COM	172908105	577	14500	SH	DEFINED
CISCO SYS INC	COM	17275R102	13027	667000	SH	DEFINED
CITIGROUP INC	COM	172967101	25567	530000	SH	DEFINED
CITIZENS COMMUNICATIONS CO	COM	17453B101	692	53000	SH	DEFINED
CITRIX SYS INC	COM	177376100	803	20000	SH	DEFINED
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	2399	77500	SH	DEFINED
COACH INC	COM	189754104	1420	47500	SH	DEFINED
COCA COLA CO	COM	191216100	10755	250000	SH	DEFINED
COCA COLA ENTERPRISES INC	COM	191219104	723	35500	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	4253	71000	SH	DEFINED
COMCAST CORP NEW	COM	20030N101	7367	225000	SH	DEFINED
COMERICA INC	COM	200340107	910	17500	SH	DEFINED
COMPANHIA DE BEBIDAS DAS AMERS	ADR	20441W203	330	8000	SH	DEFINED
COMPANHIA SIDERURGICA NATL	ADR	20440W105	354	11000	SH	DEFINED
COMPANHIA VALE DO RIO DOCE	ADR	204412209	2164	45000	SH	DEFINED
COMPUTER SCIENCES CORP	COM	205363104	969	20000	SH	DEFINED
COMVERSE TECHNOLOGY INC	COM	205862402	395	20000	SH	DEFINED
CONAGRA INC	COM	205887102	1503	68000	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	10920	166642	SH	DEFINED
CONSTELLATION ENERGY GROUP INC	COM	210371100	1090	20000	SH	DEFINED
CORNING INC	COM	219350105	3991	165000	SH	DEFINED
COSTCO WHSL CORP NEW	COM	22160K105	2571	45000	SH	DEFINED
COUNTRYWIDE FINL CORP	COM	222372104	2742	72000	SH	DEFINED
CSX CORP	COM	126408103	1691	24000	SH	DEFINED
CUMMINS INC	COM	231021106	611	5000	SH	DEFINED
CVS CORP	COM	126650100	2763	90000	SH	DEFINED
D R HORTON INC	COM	23331A109	643	27000	SH	DEFINED
DANAHER CORP	COM	235851102	2219	34500	SH	DEFINED
DEERE + CO	COM	244199105	2087	25000	SH	DEFINED
DELL INC	COM	24702R101	5810	238000	SH	DEFINED
DEVON ENERGY CORPORATION NEW	COM	25179M103	3021	50000	SH	DEFINED
DISNEY WALT CO	COM	254687106	6900	230000	SH	DEFINED
DOLLAR GEN CORP	COM	256669102	475	34000	SH	DEFINED
DOMINION RES INC VA NEW	COM	25746U109	2318	31000	SH	DEFINED
DONNELLEY R R + SONS CO	COM	257867101	831	26000	SH	DEFINED
DOVER CORP	COM	260003108	989	20000	SH	DEFINED
DOW CHEM CO	COM	260543103	4293	110000	SH	DEFINED
DTE ENERGY CO	COM	233331107	815	20000	SH	DEFINED
DU PONT E I DE NEMOURS + CO	COM	263534109	4368	105000	SH	DEFINED
DUKE ENERGY HLDG CORP	COM	26441C105	4107	139820	SH	DEFINED
EASTMAN KODAK CO	COM	277461109	713	30000	SH	DEFINED
EATON CORP	COM	278058102	1184	15700	SH	DEFINED
EBAY INC	COM	278642103	3632	124000	SH	DEFINED
ECOLAB INC	COM	278865100	1623	40000	SH	DEFINED
EDISON INTL	COM	281020107	1755	45000	SH	DEFINED
EL PASO CORP	COM	28336L109	1500	100000	SH	DEFINED
ELECTRONIC ARTS INC	COM	285512109	1506	35000	SH	DEFINED
ELECTRONIC DATA SYS CORP NEW	COM	285661104	1251	52000	SH	DEFINED
EMBARQ CORP	COM	29078E105	673	16411	SH	DEFINED
EMBRAER EMPRESA BRASILEIRA DE	ADR	29081M102	365	10000	SH	DEFINED
EMC CORP	COM	268648102	2852	260000	SH	DEFINED
EMERSON ELEC CO	COM	291011104	4191	50000	SH	DEFINED

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ENTERGY CORP NEW	COM	29364G103	1557	22000	SH	DEFINED
EOG RESOURCES INC	COM	26875P101	2774	40000	SH	DEFINED
EXELON CORP	COM	30161N101	4319	76000	SH	DEFINED
EXPRESS SCRIPTS INC	COM	302182100	1148	16000	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	40031	652500	SH	DEFINED
FEDERAL HOME LN MTG CORP	COM	313400301	3991	70000	SH	DEFINED
FEDERAL NATL MTG ASSN	COM	313586109	5411	112500	SH	DEFINED
FEDERATED DEPT STORES INC DE	COM	31410H101	2342	64000	SH	DEFINED
FEDEX CORP	COM	31428X106	3798	32500	SH	DEFINED
FIFTH THIRD BANCORP	COM	316773100	2217	60000	SH	DEFINED
FIRST DATA CORP	COM	319963104	4279	95000	SH	DEFINED
FIRSTENERGY CORP	COM	337932107	1843	34000	SH	DEFINED
FISERV INC	COM	337738108	862	19000	SH	DEFINED
FLUOR CORP NEW	COM	343412102	1115	12000	SH	DEFINED
FOMENTO ECONOMICO MEXICANO	CDR	344419106	3558	42500	SH	DEFINED
FORD MTR CO DEL	COM	345370860	1178	170000	SH	DEFINED
FOREST LABS INC	COM	345838106	1567	40500	SH	DEFINED
FPL GROUP INC	COM	302571104	1552	37500	SH	DEFINED
FRANKLIN RES INC	COM	354613101	2170	25000	SH	DEFINED
FREEMPORT MCMORAN COPPER + GOLD	COM	35671D857	1053	19000	SH	DEFINED
FREESCALE SEMICONDUCTOR INC	COM	35687M206	1352	46000	SH	DEFINED
GANNETT INC	COM	364730101	1398	25000	SH	DEFINED
GAP INC	COM	364760108	1392	80000	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	2618	40000	SH	DEFINED
GENERAL ELEC CO	COM	369604103	36091	1095000	SH	DEFINED
GENERAL MLS INC	COM	370334104	2583	50000	SH	DEFINED
GENERAL MTRS CORP	COM	370442105	1713	57500	SH	DEFINED
GENUINE PARTS CO	COM	372460105	917	22000	SH	DEFINED
GENWORTH FINL INC	COM	37247D106	1394	40000	SH	DEFINED
GENZYME CORP	COM	372917104	1984	32500	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	2958	50000	SH	DEFINED
GOL LINHAS AEREAS INTELIGENTES	COM	38045R107	284	8000	SH	DEFINED
GOLDEN WEST FINL CORP DEL	COM	381317106	2226	30000	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	7597	50500	SH	DEFINED
GOOGLE INC	COM	38259P508	9225	22000	SH	DEFINED
GRUPO CARSO SA DE CV	ADR	400485207	1410	300000	SH	DEFINED
GRUPO TELEVISION SA DE CV	GDR	40049J206	2703	140000	SH	DEFINED
HALLIBURTON CO	COM	406216101	4824	65000	SH	DEFINED
HARLEY DAVIDSON INC	COM	412822108	1817	33100	SH	DEFINED
HARRAHS ENTMT INC	COM	413619107	1352	19000	SH	DEFINED
HARTFORD FINANCIAL SVCS GRP	COM	416515104	2961	35000	SH	DEFINED
HASBRO INC	COM	418056107	362	20000	SH	DEFINED
HCA INC	COM	404119109	1942	45000	SH	DEFINED
HEALTH MGMT ASSOC	COM	421933102	591	30000	SH	DEFINED
HEINZ H J CO	COM	423074103	1855	45000	SH	DEFINED
HELLENIC TELECOMMUNICATIONS	ADR	423325307	309	27778	SH	DEFINED
HERSHEY CO / THE	COM	427866108	1046	19000	SH	DEFINED
HESS CORP	COM	42809H107	1586	30000	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	9409	297000	SH	DEFINED
HILTON HOTELS CORP	COM	432848109	990	35000	SH	DEFINED
HOME DEPOT INC	COM	437076102	7945	222000	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	3889	96500	SH	DEFINED
HOSPIRA INC	COM	441060100	709	16500	SH	DEFINED
HOST HOTELS + RESORTS INC	COM	44107P104	388	17753	SH	DEFINED
HUMANA INC	COM	444859102	913	17000	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	2945	62000	SH	DEFINED
IMS HEALTH INC	COM	449934108	806	30000	SH	DEFINED
INGERSOLL RAND COMPANY LIMITED	COM	G4776G101	1497	35000	SH	DEFINED
INTEL CORP	COM	458140100	13265	700000	SH	DEFINED
INTERCONTINENTAL EXCHANGE INC	COM	45865V100	234192	4041966	SH	SOLE
INTERNATIONAL BUSINESS MACHS	COM	459200101	12445	162000	SH	DEFINED
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	1366	36000	SH	DEFINED

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INTERNATIONAL PAPER CO	COM	460146103	2003	62000	SH	DEFINED
INTRALASE CORP	COM	461169104	1278	76324	SH	SOLE
INTUIT	COM	461202103	1208	20000	SH	DEFINED
IONA TECHNOLOGIES PLC	ADR	46206P109	282	65000	SH	DEFINED
ISHARES TR	COM	464287564	10049	120000	SH	DEFINED
ITT CORP	COM	450911102	1238	25000	SH	DEFINED
JABIL CIRCUIT INC	COM	466313103	691	27000	SH	DEFINED
JDS UNIPHASE CORP	COM	46612J101	455	180000	SH	DEFINED
JOHNSON + JOHNSON	COM	478160104	19174	320000	SH	DEFINED
JOHNSON CTLS INC	COM	478366107	2056	25000	SH	DEFINED
JPMORGAN CHASE + CO	COM	46625H100	15872	377900	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	959	60000	SH	DEFINED
KB HOME	COM	48666K109	459	10000	SH	DEFINED
KELLOGG CO	COM	487836108	1259	26000	SH	DEFINED
KERR MCGEE CORP	COM	492386107	1664	24000	SH	DEFINED
KEYCORP NEW	COM	493267108	1606	45000	SH	DEFINED
KIMBERLY CLARK CORP	COM	494368103	2962	48000	SH	DEFINED
KLA TENCOR CORP	COM	482480100	873	21000	SH	DEFINED
KOHL'S CORP	COM	500255104	2542	43000	SH	DEFINED
KROGER CO	COM	501044101	1683	77000	SH	DEFINED
L 3 COMMUNICATIONS HLDG CORP	COM	502424104	1282	17000	SH	DEFINED
LEGG MASON INC	COM	524901105	1742	17500	SH	DEFINED
LEHMAN BROTHERS HLDGS INC	COM	524908100	3714	57000	SH	DEFINED
LEXMARK INTL INC	COM	529771107	614	11000	SH	DEFINED
LG PHILIPS LCD CO LTD	COM	50186V102	3171	175000	SH	DEFINED
LILLY ELI + CO	COM	532457108	7351	133000	SH	DEFINED
LIMITED BRANDS INC	COM	532716107	1024	40000	SH	DEFINED
LINCOLN NATL CORP IN	COM	534187109	1834	32500	SH	DEFINED
LINEAR TECHNOLOGY CORP	COM	535678106	1172	35000	SH	DEFINED
LOCKHEED MARTIN CORP	COM	539830109	2654	37000	SH	DEFINED
LOEWS CORP	COM	540424108	1861	52500	SH	DEFINED
LOTTE SHOPPING CO LTD	COM	54569T106	575	30000	SH	DEFINED
LOUISIANA PAC CORP	COM	546347105	219	10000	SH	DEFINED
LOWES COS INC	COM	548661107	5764	95000	SH	DEFINED
LSI LOGIC CORP	COM	502161102	403	45000	SH	DEFINED
LUCENT TECHNOLOGIES INC	COM	549463107	1113	460000	SH	DEFINED
M + T BK CORP	COM	55261F104	1002	8500	SH	DEFINED
MARATHON OIL CORP	COM	565849106	3749	45000	SH	DEFINED
MARRIOTT INTL INC NEW	COM	571903202	2363	62000	SH	DEFINED
MARSHALL + ILSLEY CORP	COM	571834100	1830	40000	SH	DEFINED
MASCO CORP	COM	574599106	1334	45000	SH	DEFINED
MATTEL INC	COM	577081102	660	40000	SH	DEFINED
MAXIM INTEGRATED PRODS INC	COM	57772K101	1284	40000	SH	DEFINED
MBIA INC	COM	55262C100	1317	22500	SH	DEFINED
MCCORMICK + CO INC	COM	579780206	503	15000	SH	DEFINED
MCDONALDS CORP	COM	580135101	4872	145000	SH	DEFINED
MCGRAW HILL COS INC	COM	580645109	2311	46000	SH	DEFINED
MCKESSON CORP	COM	58155Q103	1655	35000	SH	DEFINED
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	1890	33000	SH	DEFINED
MEDIMMUNE INC	COM	584699102	664	24500	SH	DEFINED
MEDTRONIC INC	COM	585055106	6264	133500	SH	DEFINED
MELLON FINL CORP	COM	58551A108	1463	42500	SH	DEFINED
MERCK + CO INC	COM	589331107	8288	227500	SH	DEFINED
MERRILL LYNCH + CO INC	COM	590188108	7387	106200	SH	DEFINED
METLIFE INC	COM	59156R108	4199	82000	SH	DEFINED
MICRON TECHNOLOGY INC	COM	595112103	979	65000	SH	DEFINED
MICROSOFT CORP	COM	594918104	22135	950000	SH	DEFINED
MOLEX INC	COM	608554101	671	20000	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	2315	27500	SH	DEFINED
MONSTER WORLDWIDE INC	COM	611742107	555	13000	SH	DEFINED
MOODYS CORP	COM	615369105	1416	26000	SH	DEFINED
MORGAN STANLEY	COM	617446448	8470	134000	SH	DEFINED

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MOTOROLA INC	COM	620076109	5259	261000	SH	DEFINED
NABORS INDUSTRIES LTD	COM	G6359F103	1352	40000	SH	DEFINED
NATIONAL CITY CORP	COM	635405103	2063	57000	SH	DEFINED
NATIONAL SEMICONDUCTOR CORP	COM	637640103	871	36500	SH	DEFINED
NATUZZI S P A	ADR	63905A101	1297	181340	SH	DEFINED
NETWORK APPLIANCE INC	COM	64120L104	1306	37000	SH	DEFINED
NEWELL RUBBERMAID INC	COM	651229106	775	30000	SH	DEFINED
NEWMONT MNG CORP	COM	651639106	3440	65000	SH	DEFINED
NEWS CORP	COM	65248E203	4944	245000	SH	DEFINED
NIKE INC	COM	654106103	2025	25000	SH	DEFINED
NOBLE CORPORATION	COM	G65422100	2047	27500	SH	DEFINED
NORDSTROM INC	COM	655664100	1004	27500	SH	DEFINED
NORFOLK SOUTHN CORP	COM	655844108	2395	45000	SH	DEFINED
NORTH FORK BANCORPORATION INC	COM	659424105	2663	88250	SH	DEFINED
NORTHERN TRUST CORP	COM	665859104	1078	19500	SH	DEFINED
NORTHROP GRUMMAN CORP	COM	666807102	2306	36000	SH	DEFINED
NOVELL INC	COM	670006105	239	36000	SH	DEFINED
NOVELLUS SYS INC	COM	670008101	371	15000	SH	DEFINED
NUCOR CORP	COM	670346105	2713	50000	SH	DEFINED
NVIDIA CORP	COM	67066G104	766	36000	SH	DEFINED
OCCIDENTAL PETE CORP	COM	674599105	5640	55000	SH	DEFINED
OFFICE DEPOT INC	COM	676220106	1140	30000	SH	DEFINED
OMNICOM GROUP	COM	681919106	2414	27100	SH	DEFINED
ORACLE CORP	COM	68389X105	6231	430000	SH	DEFINED
ORBOTECH LTD	COM	M75253100	1433	62500	SH	DEFINED
PACCAR INC	COM	693718108	1524	18500	SH	DEFINED
PARKER HANNIFIN CORP	COM	701094104	776	10000	SH	DEFINED
PAYCHEX INC	COM	704326107	1657	42500	SH	DEFINED
PENNEY J C INC	COM	708160106	2093	31000	SH	DEFINED
PEPSI BOTTLING GROUP INC	COM	713409100	804	25000	SH	DEFINED
PEPSICO INC	COM	713448108	10951	182400	SH	DEFINED
PETROLEO BRASILEIRO SA	ADR	71654V408	4019	45000	SH	DEFINED
PFIZER INC	COM	717081103	18471	787000	SH	DEFINED
PG+E CORP	COM	69331C108	1453	37000	SH	DEFINED
PHELPS DODGE CORP	COM	717265102	1808	22000	SH	DEFINED
PHOENIX COMPANIES	COM	71902E109	1434	101817	SH	SOLE
PITNEY BOWES INC	COM	724479100	1033	25000	SH	DEFINED
PNC FINL SVCS GROUP INC	COM	693475105	2175	31000	SH	DEFINED
PPG INDS INC	COM	693506107	1320	20000	SH	DEFINED
PPL CORP	COM	69351T106	1292	40000	SH	DEFINED
PRAXAIR INC	COM	74005P104	1782	33000	SH	DEFINED
PRINCIPAL FINANCIAL GROUP	COM	74251V102	1948	35000	SH	DEFINED
PROCTER AND GAMBLE CO	COM	742718109	19571	352000	SH	DEFINED
PROGRESS ENERGY INC	COM	743263105	857	20000	SH	DEFINED
PROGRESSIVE CORP OHIO	COM	743315103	2057	80000	SH	DEFINED
PRUDENTIAL FINL INC	COM	744320102	4662	60000	SH	DEFINED
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	1984	30000	SH	DEFINED
PULTE HOMES INC	COM	745867101	749	26000	SH	DEFINED
QLOGIC CORP	COM	747277101	517	30000	SH	DEFINED
QUALCOMM INC	COM	747525103	6812	170000	SH	DEFINED
QUEST DIAGNOSTICS INC	COM	74834L100	1258	21000	SH	DEFINED
QWEST COMMUNICATIONS INTL INC	COM	749121109	1294	160000	SH	DEFINED
RAYTHEON CO	COM	755111507	2229	50000	SH	DEFINED
ROBERT HALF INTL INC	COM	770323103	693	16500	SH	DEFINED
ROCKWELL AUTOMATION INC	COM	773903109	1440	20000	SH	DEFINED
ROCKWELL COLLINS INC	COM	774341101	1006	18000	SH	DEFINED
ROHM + HAAS CO	COM	775371107	1754	35000	SH	DEFINED
SAFECO CORP	COM	786429100	733	13000	SH	DEFINED
SAFEWAY INC	COM	786514208	1170	45000	SH	DEFINED
SANDISK CORP	COM	80004C101	510	10000	SH	DEFINED
SANMINA SCI CORP	COM	800907107	253	55000	SH	DEFINED
SARA LEE CORP	COM	803111103	1362	85000	SH	DEFINED

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SCHERING PLOUGH CORP	COM	806605101	2969	156000	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	7813	120000	SH	DEFINED
SCHWAB CHARLES CORP	COM	808513105	2061	129000	SH	DEFINED
SEARS HLDGS CORP	COM	812350106	1550	10010	SH	DEFINED
SEMPRA ENERGY	COM	816851109	1364	30000	SH	DEFINED
SENOYX INC	COM	81724Q107	210	14528	SH	SOLE
SIGMA ALDRICH	COM	826552101	581	8000	SH	DEFINED
SK TELECOM LTD	COM	78440P108	2928	125000	SH	DEFINED
SLM CORP	COM	78442P106	2858	54000	SH	DEFINED
SOHU COM INC	COM	83408W103	2579	100000	SH	DEFINED
SOLETRON CORP	COM	834182107	334	97550	SH	DEFINED
SOUTHERN CO	COM	842587107	2404	75000	SH	DEFINED
SOUTHWEST AIRLS CO	COM	844741108	1318	80500	SH	DEFINED
SPRINT NEXTEL CORP	COM	852061100	6561	328227	SH	DEFINED
ST JUDE MED INC	COM	790849103	1670	51500	SH	DEFINED
ST PAUL TRAVELERS COS INC	COM	792860108	3566	80000	SH	DEFINED
STANLEY WORKS	COM	854616109	425	9000	SH	DEFINED
STAPLES INC	COM	855030102	2359	97000	SH	DEFINED
STARBUCKS CORP	COM	855244109	3059	81000	SH	DEFINED
STARWOOD HOTELS + RESORTS INC	COM	85590A401	1750	29000	SH	DEFINED
STATE STREET CORPORATION	COM	857477103	2091	36000	SH	DEFINED
STRYKER CORP	COM	863667101	1684	40000	SH	DEFINED
SUN MICROSYSTEMS INC	COM	866810104	1494	360000	SH	DEFINED
SUNTRUST BKS INC	COM	867914103	3241	42500	SH	DEFINED
SYMANTEC CORP	COM	871503108	1709	110000	SH	DEFINED
SYNOVUS FINL CORP	COM	87161C105	1232	46000	SH	DEFINED
SYSCO CORP	COM	871829107	1986	65000	SH	DEFINED
TAIWAN GTR CHINA FD	COM	874037104	610	109723	SH	DEFINED
TARGET CORP	COM	87612E106	4643	95000	SH	DEFINED
TELE NORTE LESTE PARTICIPACOES	ADR	879246106	255	20000	SH	DEFINED
TELEFONOS DE MEXICO S A	ADR	879403707	1967	95000	SH	DEFINED
TELEFONOS DE MEXICO S A	ADR	879403780	2416	116000	SH	DEFINED
TELLABS INC	COM	879664100	799	60000	SH	DEFINED
TEMPLE INLAND INC	COM	879868107	429	10000	SH	DEFINED
TENET HEALTHCARE CORP	COM	88033G100	349	50000	SH	DEFINED
TERADYNE INC	COM	880770102	418	30000	SH	DEFINED
TEXAS INSTRS INC	COM	882508104	5452	180000	SH	DEFINED
TEXTRON INC	COM	883203101	1798	19500	SH	DEFINED
TIFFANY + CO NEW	COM	886547108	495	15000	SH	DEFINED
TIME WARNER INC NEW	COM	887317105	8737	505000	SH	DEFINED
TJX COS INC NEW	COM	872540109	1097	48000	SH	DEFINED
TRANSOCEAN INC	COM	G90078109	4217	52500	SH	DEFINED
TRIBUNE CO NEW	COM	896047107	1070	33000	SH	DEFINED
TXU CORP	COM	873168108	3767	63000	SH	DEFINED
TYCO INTL LTD	COM	902124106	5748	209000	SH	DEFINED
UNION PAC CORP	COM	907818108	2510	27000	SH	DEFINED
UNITED PARCEL SVC INC	COM	911312106	9468	115000	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	7420	117000	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	7236	161600	SH	DEFINED
UNUMPROVIDENT CORP	COM	91529Y106	761	42000	SH	DEFINED
US BANCORP DEL	COM	902973304	5883	190500	SH	DEFINED
UST INC	COM	902911106	452	10000	SH	DEFINED
VALERO ENERGY CORP	COM	91913Y100	4656	70000	SH	DEFINED
VERISIGN INC	COM	92343E102	602	26000	SH	DEFINED
VERIZON COMMUNICATIONS	COM	92343V104	9846	294000	SH	DEFINED
VIACOM INC NEW	COM	92553P201	2778	77500	SH	DEFINED
VIVO PARTICIPACOES S A	COM	92855S101	362	147000	SH	DEFINED
VULCAN MATLS CO	COM	929160109	780	10000	SH	DEFINED
WACHOVIA CORP 2ND NEW	COM	929903102	10295	190370	SH	DEFINED
WAL MART STORES INC	COM	931142103	13054	271000	SH	DEFINED
WALGREEN CO	COM	931422109	5157	115000	SH	DEFINED
WASHINGTON MUT INC	COM	939322103	4786	105000	SH	DEFINED



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WASTE MGMT INC DEL	COM	94106L109	2081	58000	SH	DEFINED
WELLPOINT INC	COM	94973V107	5749	79000	SH	DEFINED
WELLS FARGO + CO NEW	COM	949746101	11739	175000	SH	DEFINED
WENDYS INTL INC	COM	950590109	729	12500	SH	DEFINED
WEYERHAEUSER CO	COM	962166104	2148	34500	SH	DEFINED
WHIRLPOOL CORP	COM	963320106	661	8000	SH	DEFINED
WHOLE FOODS MKT INC	COM	966837106	1034	16000	SH	DEFINED
WILLIAMS COS INC	COM	969457100	1402	60000	SH	DEFINED
WRIGLEY WM JR CO	COM	982526105	1588	35000	SH	DEFINED
WYETH	COM	983024100	6439	145000	SH	DEFINED
XCEL ENERGY INC	COM	98389B100	767	40000	SH	DEFINED
XEROX CORP	COM	984121103	1335	96000	SH	DEFINED
XILINX INC	COM	983919101	804	35500	SH	DEFINED
XL CAPITAL LTD	COM	G98255105	1226	20000	SH	DEFINED
XTO ENERGY INC	COM	98385X106	1977	44666	SH	DEFINED
YAHOO INC	COM	984332106	4571	138500	SH	DEFINED
YUM BRANDS INC	COM	988498101	1458	29000	SH	DEFINED
ZIMMER HOLDINGS INC	COM	98956P102	1843	32500	SH	DEFINED
ZIONS BANCORP	COM	989701107	1442	18500	SH	DEFINED

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