

BP PLC

Form S-8 POS

September 10, 2008

As filed with the Securities and Exchange Commission on September 10, 2008

Registration No. 333- 34968

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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Post-Effective Amendment No. 2**

**FORM S-8**

**REGISTRATION STATEMENT**

**Under**

**THE SECURITIES ACT OF 1933**

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**BP p.l.c.**

(Exact name of registrant as specified in its charter)

**England**

(State or other jurisdiction of incorporation  
or organization)

**1 St. James's Square**

**London SW1Y 4PD, England**

(Address of principal executive offices)

**None**

(I.R.S. Employer Identification No.)

**BP Capital Accumulation Plan**

**1985 Atlantic Richfield Company Executive Long-Term Incentive Plan**

**Atlantic Richfield Company Stock Option Plan for Outside Directors**

(Full title of plans)

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**Suzanne R. Sawada**  
**Vice-President**  
**BP America Inc.**  
**4101 Winfield Road**  
**Warrenville, Illinois 60555**  
**(630) 821-2419**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*With a copy to:*

**Rupert M. Bondy**  
**Group General Counsel and Executive Vice-President**  
**BP p.l.c.**  
**1 St. James's Square**  
**London SW1Y 4PD, England**  
**+44 (20) 7496 4452**

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The Registrant hereby amends this Registration Statement to remove from registration any of the ordinary shares of BP p.l.c. and interests in the plans that remain unsold as of the date of this Post-Effective Amendment No. 2.

BP p.l.c.

By: /s/ David D.J. Pearl

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David D.J. Pearl, Deputy Company Secretary

BP CAPITAL ACCUMULATION PLAN

By: Plan Administrator

/s/ Richard J. Dorazil

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Richard J. Dorazil, Vice-President  
Total Rewards Western Hemisphere