

BP PLC
Form S-8 POS
July 11, 2002

As filed with the Securities and Exchange Commission on July 11, 2002

Registration No. 333-34968

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**Post-Effective Amendment No. 1
FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933**

**BP p.l.c.
(formerly BP Amoco p.l.c.)**

(Exact name of registrant as specified in its charter)

England and Wales
(State or other jurisdiction of incorporation
or organization)

None
(I.R.S. Employer Identification No.)

Brittanic House
1 Finsbury Circus
London EC2M 7BA
England
(Address of Principal Executive Offices)

**BP CAPITAL ACCUMULATION PLAN
(formerly Atlantic Richfield Company 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)**

Daniel B. Pinkert

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<hr/> *	
Sir Ian Prosser	
<hr/> *	Group Chief Executive and Executive Director (Principal Executive Officer)
The Lord Browne of Madingley	
<hr/> *	Chief Financial Officer and Executive Director (Principal Financial and Accounting Officer)
Dr. J.G.S. Buchanan	
<hr/> *	Deputy Group Chief Executive and Executive Director
Rodney F. Chase	
<hr/> *	Executive Director
Dr. Byron E. Grote	
<hr/> *	Executive Director
Richard L. Olver	
<hr/> *	Non-Executive Director
John H. Bryan	
<hr/> *	Non-Executive Director
Erroll B. Davis, Jr.	
<hr/> *	Non-Executive Director
Dr. DeAnne S. Julius	
<hr/> *	Non-Executive Director
Charles F. Knight	
<hr/> *	Non-Executive Director
Floris A. Maljers	
<hr/> *	Non-Executive Director
Dr. Walter E. Massey	
<hr/> *	Non-Executive Director
H. Michael P. Miles	
	Non-Executive Director

*
Sir Robin Nicholson

*
Michael H. Wilson

Non-Executive Director

/s/ Daniel B. Pinkert
Daniel B. Pinkert

Authorized Representative in the United States

* By: /s/ Daniel B. Pinkert
Daniel B. Pinkert

Attorney-in-fact

SIGNATURE OF BP CAPITAL ACCUMULATION PLAN

Pursuant to the requirements of the Securities Act of 1933, the plan administrator has duly caused this registration statement, or amendment thereto, to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on July 10, 2002.

By: BP CORPORATION NORTH AMERICA, INC.,

Plan Administrator

By: /s/ Donald Packham

Title: Senior Vice-President of Human

Resources - BP Corporation North America, Inc.

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
4.3(a)	BP Capital Accumulation Plan as amended effective December 31, 2001
23.1	Consent of Ernst & Young LLP, Independent Auditors, London, England
23.2	Consent of Ernst & Young LLP, Independent Auditors, Chicago, Illinois
24.	Powers of Attorney - included in signature page of Registration Statement 333-34968 (incorporated by reference)