

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	None
(State or other jurisdiction of incorporation or organization)	(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

Corporate Secretary
BP America Inc.
200 E. Randolph Drive
Chicago, Illinois
(312)856-6111

Explanatory Statement

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

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*

Sir Robin Nicholson

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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)