

BP PRUDHOE BAY ROYALTY TRUST

Form 10-K/A

May 20, 2004

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 10-K/A**

**Amendment No. 2**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Fiscal Year ended December 31, 2003

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number 1-10243

**BP PRUDHOE BAY ROYALTY TRUST**

(Exact name of registrant as specified in its charter)

**DELAWARE**

State or other jurisdiction  
of incorporation or organization)

**13-6943724**

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

**THE BANK OF NEW YORK, TRUSTEE  
101 BARCLAY STREET  
NEW YORK, NEW YORK**

(Address of principal executive offices)

**10286**

(Zip Code)

Registrant's telephone number, including area code: (212) 815-2492

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
<b>UNITS OF BENEFICIAL INTEREST</b>	<b>NEW YORK STOCK EXCHANGE</b>

Securities registered pursuant to Section 12(g) of the Act: NONE

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ( ) No (X)

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. (X)

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes (X) No ( )

The aggregate market value of Units held by nonaffiliates (computed by reference to the closing sale price in New York Stock Exchange Composite Transactions on June 30, 2003 (the last business day of the registrant's most recently completed second fiscal quarter) was approximately \$404,246,000.

As of March 24, 2004, 21,400,000 Units of Beneficial Interest were outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

None

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*EXPLANATORY NOTE*

*This amendment to the Annual Report on Form 10-K of BP Prudhoe Bay Royalty Trust for the fiscal year ended December 31, 2003 is being filed solely for the purpose of re-filing an amended Rule 13a-14(a) certification as Exhibit 31 hereto.*

**PART III**

**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K**

**(a) FINANCIAL STATEMENTS**

The following financial statements of the Trust are included in Part II, Item 8:

Independent Auditors Report  
Statements of Assets, Liabilities and Trust Corpus as of December 31, 2003 and 2002  
Statements of Cash Earnings and Distributions for the years ended December 31, 2003, 2002 and 2001  
Statements of Changes in Trust Corpus for the years ended December 31, 2003, 2002 and 2001  
Notes to Financial Statements

**(b) FINANCIAL STATEMENT SCHEDULES**

All financial statement schedules have been omitted because they are either not applicable, not required or the information is set forth in the financial statements or notes thereto.

**(c) EXHIBITS**

- 4.1 BP Prudhoe Bay Royalty Trust Agreement dated February 28, 1989 among The Standard Oil Company, BP Exploration (Alaska) Inc., The Bank of New York, Trustee, and F. James Hutchinson, Co-Trustee.
- 4.2 Overriding Royalty Conveyance dated February 27, 1989 between BP Exploration (Alaska) Inc. and The Standard Oil Company.
- 4.3 Trust Conveyance dated February 28, 1989 between The Standard Oil Company and BP Prudhoe Bay Royalty Trust.
- 4.4 Support Agreement dated as of February 28, 1989 among The British Petroleum Company p.l.c., BP Exploration (Alaska) Inc., The Standard Oil Company and BP Prudhoe Bay Royalty Trust.
- 31 Rule 13a-14(a) certification.
- 32 Section 1350 certification.

**(d) REPORTS ON FORM 8-K**

No reports on Form 8-K were filed with the Securities and Exchange Commission by the Trust during the quarter ended December 31, 2003.

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**SIGNATURES**

**Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.**

**BP PRUDHOE BAY ROYALTY TRUST**

By: THE BANK OF NEW YORK, as Trustee

By:           /s/ Remo J. Reale          

Remo J. Reale  
Vice President

May 20, 2004

The Registrant is a trust and has no officers, directors, or persons performing similar functions. No additional signatures are available and none have been provided.

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**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
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4.4*	Support Agreement dated as of February 28, 1989 among The British Petroleum Company p.l.c., BP Exploration (Alaska) Inc., The Standard Oil Company and BP Prudhoe Bay Royalty Trust.
31	Rule 13a-14(a) certification. Filed herewith
32	Section 1350 certification.

\* Incorporated by reference to the correspondingly numbered exhibit to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1996 (File No. 1-10243).