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

**FORM 20-F**

**For the full SEC filing click [HERE](#)**

(Mark One)

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) or (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the fiscal year ended 31 December 2008

OR

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

OR

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

Commission file number: 1-6262

**BP p.l.c.**

(Exact name of Registrant as specified in its charter)

**England and Wales**

(Jurisdiction of incorporation or organization)

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London SW1Y 4PD  
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(Address of principal executive offices)

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(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Title of each class	Name of each exchange on which registered
Ordinary Shares of 25c each	New York Stock Exchange*
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Floating Rate Guaranteed Notes due 2010	New York Stock Exchange
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Performance review

Russia

*TNK-BP*

- TNK-BP, a joint venture between BP (50%) and Alfa Group and Access-Renova (AAR) (50%), is an integrated oil company operating in Russia and the Ukraine. The TNK-BP group's major assets are held in OAO TNK-BP Holding. Other assets include the BP-branded retail sites in Moscow and the Moscow region and interests in OAO Rusia Petroleum and the OAO Slavneft group. The workforce comprises more than 60,000 people.
- BP's investment in TNK-BP is held by the Exploration and Production segment and the results of TNK-BP are accounted for under the equity method in this segment.
- TNK-BP has proved reserves of 7.1 billion barrels of oil equivalent (including its 49.9% equity share of Slavneft), of which 5 billion are developed. In 2008, TNK-BP's average liquids production was 1.65mmb/d, a decrease of just under 1% compared with 2007. The production base is largely centred in West Siberia (Samotlor, Nyagan and Megion), which contributes about 1.2mmb/d, together with Volga Urals (Orenburg) contributing some 0.4mmb/d. About 40% of total oil production is currently exported as crude oil and 20% as refined product.
- Downstream, TNK-BP has interests in six refineries in Russia and the Ukraine (including Ryazan and Lisichansk and Slavneft's Yaroslavl refinery), with throughput of approximately 34 million tonnes per year. During 2008, TNK-BP purchased additional retail and other downstream assets in Russia and the Ukraine from a number of small companies. TNK-BP supplies approximately 1,400 branded filling stations in Russia and the Ukraine and, with the additional sites, is expected to have more than 20% market share of the Moscow retail market.
- On 9 January 2009, BP reached final agreement on amendments to the shareholder agreement with its Russian partners in TNK-BP. The revised agreement is aimed at improving the balance of interests between the company's 50:50 owners, BP and Alfa Access-Renova (AAR), and focusing the business more explicitly on value growth.
- The former evenly-balanced main board structure has been replaced by one with four representatives each from BP and AAR, plus three independent directors. Unanimous board support is required for certain matters including substantial acquisitions, divestments and contracts, and projects outside the business plan, together with approval of key changes to the TNK-BP group's financial framework and of related party transactions. A number of other matters will be decided by approval of a majority of the board, so that the independent directors will have the ability to decide in the event of disagreement between the shareholder representatives on the board. BP will continue to nominate the chief executive, subject to main board approval, and AAR will continue to appoint the chairman. The three independent directors appointed to the restructured main board are Gerhard Schroeder, former chancellor of the Federal Republic of Germany, James Leng, former chairman of Corus Steel and Alexander Shokhin, president of the Russian Union of Industrialists and Entrepreneurs. In addition, significant TNK-BP subsidiaries will have directors appointed by BP and AAR on their boards. Our investment in TNK-BP will be reclassified from a jointly controlled entity to an associate with effect from 9 January 2009.
- The parties have confirmed their agreement to a potential future sale

*Sakhalin*

- BP and its Russian partner Rosneft agreed two Shareholder and Operating Agreements (SOAs) on 28 April 2008, recognizing BP as a 49% equity interest holder with Rosneft holding the remaining 51% interest in the two newly formed joint venture companies, Vostok Shmidt Neftegaz and Zapad Shmidt Neftegaz. BP also continues to hold a 49% equity interest in its third joint venture company at Sakhalin, Elvary Neftegaz, with Rosneft holding the remaining 51%. During the year, each of the three joint ventures held Geological and Geophysical Studies licences with the Russian Ministry of Natural Resources (MNR) to perform exploration seismic and drilling operations in these licence areas off the east coast of Russia. To date, 3D seismic data has been acquired in relation to all three licences. In the Elvary Neftegaz licence additional commitment 2D seismic data was acquired during 2008 in preparation for future drilling commitments. Exploration wells have been drilled in the Zapad-Shmidt Neftegaz and Elvary Neftegaz licences. In 2008, it was agreed by both shareholders to allow the Zapad-Shmidt Neftegaz licence to lapse at the end of its normal term.

*Other*

*Azerbaijan*

- In Azerbaijan, BP's net production in 2008 was 130mboe/d, a net decrease of 40% from 2007. The primary elements of this were the effects of significantly higher prices resulting in a change in profit oil entitlement in line with the terms of the PSA and reduced cost oil entitlement, partially offset by an increase following the start-up of the Deepwater Gunashli (DWG) platform, the ramping up of three Azeri oil-producing platforms and the Shah Deniz condensate gas platform commencing production in 2007.
- The DWG platform complex successfully started oil production on schedule on 20 April 2008. DWG completes the third phase of development of the Azeri-Chirag-Gunashli (ACG) field (BP 34.1% and operator) in the Azerbaijan sector of the Caspian Sea. The DWG complex is located in a water depth of 175 metres on the east side of the Gunashli field. The complex comprises two platforms – a drilling and production platform linked by a bridge to a water injection and gas compression platform.
- **On 17 September 2008, a subsurface gas release occurred below the Central Azeri platform. As a precautionary measure, all personnel on the platform were safely transferred onshore. The Central Azeri platform was shut down until 19 December 2008, when following comprehensive investigation and recovery work, BP began to resume oil and gas production. Central Azeri processes oil and gas from West Azeri, and West Azeri was also temporarily shut down and then restored to normal operations on 9 October 2008. Operations of the Compressor and Water Injection Platform (CWP), which is linked by a bridge to Central Azeri, and the provision of power and injection water across three Azeri field platforms were re-established on 12 October 2008.**

*Middle East and South Asia*

- Production in the Middle East consists principally of the production entitlement of associates in Abu Dhabi, where we have equity interests of 9.5% and 14.7% in onshore and offshore concessions respectively. In 2008, BP's share of production in Abu Dhabi was 210mb/d, up 9%