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PETROLEUM & RESOURCES CORP  
Form 13F-HR  
July 30, 2012

UNITED STATES  
SECURITIES & EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2012

Check here if Amendment [ ] ; Amendment Number:

This amendment (Check only one.) : [ ] is a restatement.  
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Petroleum & Resources Corporation  
Address: 7 St. Paul Street, Suite 1140  
Baltimore, MD 21202

Form 13F File Number: 28-596

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Christine M. Sloan  
Title: Assistant Treasurer  
Phone: (410) 752-5900

Signature, Place, and Date of Signing:

/s/ Christine M. Sloan                      Baltimore, MD                      July 30, 2012  
[Signature]                                      [City, State]                                      [Date]

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

[ ] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

[ ] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

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Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0

Form 13F Information Table Entry Total: 52

Form 13F Information Table Value Total: \$685,370  
(in thousands)

List of Other Included Managers:

Provide a numbered list of the name (s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

NONE

COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (x \$1000)	SHRS OR PRN AMT	COLUMN 5 SH/ PRN PUT/ CALL	COLUMN 6 INVTMT DISCRETN
AIR PRODUCTS & CHEMICALS, INC.	COM	009158106	8,073	100,000	SH	SOLE
ANADARKO PETROLEUM CORP.	COM	032511107	19,860	300,000	SH	SOLE
APACHE CORP.	COM	037411105	14,062	160,000	SH	SOLE
BAKER HUGHES, INC.	COM	057224107	2,466	60,000	SH	SOLE
CF INDUSTRIES HOLDINGS, INC.	COM	125269100	16,287	84,069	SH	SOLE
CHEVRON CORP.	COM	166764100	90,730	860,000	SH	SOLE
CLIFFS NATURAL RESOURCES	COM	18683K101	6,999	142,000	SH	SOLE
CONOCOPHILLIPS	COM	20825C104	13,970	250,000	SH	SOLE
DEVON ENERGY CORP.	COM	25179M103	7,829	135,000	SH	SOLE
DOW CHEMICAL CO.	COM	260543103	17,325	550,000	SH	SOLE
ENERGEN CORP.	COM	29265N108	7,898	175,000	SH	SOLE
EOG RESOURCES, INC.	COM	26875P101	11,714	130,000	SH	SOLE
EQT CORP.	COM	26884L109	7,508	140,000	SH	SOLE
EXXON MOBIL CORP.	COM	30231G102	124,798	1,458,430	SH	SOLE
FMC CORP.	COM	302491303	13,905	260,000	SH	SOLE
FOREST OIL CORP.	COM	346091705	1,466	200,000	SH	SOLE
FREEMPORT-MCMORAN COPPER & GOLD	COM	35671D857	16,592	487,000	SH	SOLE
HALLIBURTON CO.	COM	406216101	12,137	427,500	SH	SOLE
HESS CORP.	COM	42809H107	9,776	225,000	SH	SOLE
KINDER MORGAN INC.	COM	49456B101	8,055	250,000	SH	SOLE
LYONDELLBASELL INDUSTRIES N.V.	SHS-A	N53745100	5,436	135,000	SH	SOLE
MARATHON OIL CORP.	COM	565849106	4,475	175,000	SH	SOLE
MARATHON PETROLEUM CORP.	COM	56585A102	8,535	190,000	SH	SOLE
MDU RESOURCES GROUP, INC.	COM	552690109	4,560	211,000	SH	SOLE
MIDSTATES PETROLEUM CO., INC.	COM	59804T100	2,185	225,000	SH	SOLE
MOLYCORP, INC.	COM	608753109	1,935	89,800	SH	SOLE
NABORS INDUSTRIES, LTD.	SHS	G6359F103	1,714	119,000	SH	SOLE
NATIONAL FUEL GAS CO.	COM	636180101	4,698	100,000	SH	SOLE
NATIONAL OILWELL VARCO, INC.	COM	637071101	16,110	250,000	SH	SOLE
NEW JERSEY RESOURCES CORP.	COM	646025106	12,211	280,000	SH	SOLE

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NEWFIELD EXPLORATION CO.	COM	651290108	2,345	80,000	SH	SOLE
NOBLE ENERGY, INC.	COM	655044105	16,116	190,000	SH	SOLE
OASIS PETROLEUM, INC.	COM	674215108	3,627	150,000	SH	SOLE
OCCIDENTAL PETROLEUM CORP.	COM	674599105	30,877	360,000	SH	SOLE
OIL STATES INTERNATIONAL, INC.	COM	678026105	9,268	140,000	SH	SOLE
PEABODY ENERGY CORP.	COM	704549104	4,719	192,440	SH	SOLE
PHILLIPS 66	COM	718546104	4,155	125,000	SH	SOLE
PIONEER NATURAL RESOURCES CO.	COM	723787107	8,821	100,000	SH	SOLE
POTASH CORP OF SASKATCHEWAN	COM	73755L107	10,486	240,000	SH	SOLE
PRAXAIR, INC.	COM	74005P104	16,309	150,000	SH	SOLE
QEP RESOURCES, INC.	COM	74733V100	5,694	190,000	SH	SOLE
QUESTAR CORP	COM	748356102	3,260	156,300	SH	SOLE
ROYAL DUTCH SHELL	SPONS ADR A	780259206	12,452	184,662	SH	SOLE
SCHLUMBERGER LTD	COM	806857108	37,323	575,000	SH	SOLE
SEADRILL LTD.	SHS	G7945E105	7,104	200,003	SH	SOLE
SOUTHWESTERN ENERGY CO.	COM	845467109	1,756	55,000	SH	SOLE
SPECTRA ENERGY CORP.	COM	847560109	6,068	208,812	SH	SOLE
TECK RESOURCES LTD	CL B	878742204	6,188	200,000	SH	SOLE
TRANSOCEAN LTD.	REG SHS	H8817H100	6,486	145,000	SH	SOLE
WEATHERFORD INT'L. LTD	REG	H27013103	5,052	400,000	SH	SOLE
WILLIAMS COMPANIES, INC.	COM	969457100	11,528	400,000	SH	SOLE
WPX ENERGY, INC.	COM	98212B103	2,427	150,000	SH	SOLE
			685,370			

