

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

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Explanatory Statement

BP p.l.c. ("BP") hereby amends its registration statement on Form S-8 (Registration No. 333-34968) by filing this Post-Effective Amendment No. 1 thereto (i) to reflect the change in the name of the Atlantic Richfield Company Capital Accumulation Plan to the BP Capital Accumulation Plan and the amendment of that plan covered by this registration statement and (ii) to reflect the deletion of the CH-Twenty Inc. Capital Accumulation Plan from this registration statement because of the merger of that plan with the BP Employee Savings Plan, effective December 31, 2001.

Effective December 31, 2001 the Atlantic Richfield Company Capital Accumulation Plan was renamed the BP Capital Accumulation Plan. The amended plan text is filed herewith as Exhibit 4.3(a) and replaces and supercedes current Exhibit 4.3(a) to this registration statement.

SIGNATURES OF BP P.L.C.

Pursuant to the requirements of the Securities Act of 1933, BP p.l.c. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and 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 London, England, on the 10, day of July, 2002.

BP p.l.c.

By: /s/Judith C. Hanratty

Title: Corporate Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement, or amendment thereto, has been signed by the following persons in the indicated capacities on the 10th day of July, 2002.

Name

Title

*

Peter Sutherland

Non-Executive Chairman

Non-Executive Deputy Chairman

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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) |