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BP PLC
Form 11-K
June 27, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

(Mark One)

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

For fiscal year ended December 31, 2001

OR

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

For the transition period from _____ to _____

Commission file number 1-6262

A. Full title of the plan and the address of the plan,
if different from that of the issuer named below:

BP CAPITAL ACCUMULATION PLAN
(formerly Atlantic Richfield Capital Accumulation Plan)

200 East Randolph Drive
Chicago, Illinois 60601

B. Name of issuer of the securities held pursuant to
the plan and the address of its principal executive
office:

BP p.l.c.
Britannic House
1 Finsbury Circus
London EC2M 7BA England

SIGNATURE

The Plan.

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

BP Capital Accumulation Plan
(formerly Atlantic Richfield)

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Capital Accumulation Plan)

By Plan Administrator

Date: June 27, 2002

/s/ Donald E. Packham

Donald E. Packham
Senior Vice President of Human Resources
BP Corporation North America Inc.

REPORT OF INDEPENDENT AUDITORS

To the Investment Committee of BP Corporation North America Inc.

We have audited the accompanying statements of assets available for benefits of the BP Capital Accumulation Plan (formerly Atlantic Richfield Capital Accumulation Plan) as of December 31, 2001 and 2000, and the related statement of changes in assets available for benefits for the year ended December 31, 2001. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the assets available for benefits of the Plan at December 31, 2001 and 2000, and the changes in its assets available for benefits for the year ended December 31, 2001, in conformity with accounting principles generally accepted in the United States.

ERNST & YOUNG LLP

Chicago, Illinois
June 21, 2002

EIN 36-1812780
Plan 059

**BP CAPITAL ACCUMULATION PLAN
(formerly Atlantic Richfield Capital Accumulation Plan)**

STATEMENTS OF ASSETS AVAILABLE FOR BENEFITS
(thousands of dollars)

December 31,

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	<u>2001</u>	<u>2000</u>
Investment in the BP Master Trust for Employee Savings Plans	\$ <u>73,182</u>	\$ <u>1,540,960</u>
Assets available for benefits	\$ <u>73,182</u>	\$ <u>1,540,960</u>

The accompanying notes are an integral part of these statements.

EIN 36-1812780
Plan 059

BP CAPITAL ACCUMULATION PLAN
(formerly Atlantic Richfield Capital Accumulation Plan)

STATEMENT OF CHANGES IN ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2001

(thousands of dollars)

Additions of assets attributed to:	
Participant contributions	\$ 29,712
Rollover contributions	45,144
Company contributions	19,581
Transfer of assets from other BP sponsored savings plans:	
Vastar Capital Accumulation Plan	1,220
CH-Twenty Capital Accumulation Plan	<u>175</u>
Total additions	<u>95,832</u>
Deductions of assets attributed to:	
Net investment loss - BP Master Trust for Employee Savings Plans	(76,340)
Distributions to participants	(213,506)
Transfer of assets to the BP Employee Savings Plan	(1,273,727)
Administrative expenses	<u>(37)</u>
Total deductions	<u>(1,563,610)</u>
Net decrease in assets during the year	(1,467,778)
Assets available for benefits:	
Beginning of year	<u>1,540,960</u>

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End of year \$ 73,182

The accompanying notes are an integral part of this statement.

BP CAPITAL ACCUMULATION PLAN
(formerly Atlantic Richfield Capital Accumulation Plan)

NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN

Atlantic Richfield Company (the "Company") established the Atlantic Richfield Capital Accumulation Plan (the "Plan") effective July 1, 1998. The Company is an indirect wholly owned subsidiary of BP p.l.c. ("BP"). As of the close of business on December 31, 2001, the Plan was amended and renamed the BP Capital Accumulation Plan. Effective with the amendment, only the represented employees at the Los Angeles, California refinery are eligible to participate in the Plan. Net assets applicable to employees not part of this employee group were transferred to the BP Employee Savings Plan. The Plan was also amended to conform to recent changes in the Internal Revenue Code ("IRC").

The following brief description of the Plan is provided for general information only. Unless otherwise indicated, all descriptions in these notes relate to the Plan as it existed in 2001. Participants should refer to the Plan document for more complete information. The Plan is a defined contribution plan, which is subject to and complies with the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Company reserves the right to amend or terminate the Plan at any time.

The purpose of the Plan is to encourage eligible employees to regularly save part of their earnings and to assist them in accumulating additional security for their retirement. The Plan provides that both participant contributions and Company matching contributions will be held in a trust by an independent trustee for the benefit of participating employees. Plan assets are held in the BP Master Trust for Employee Savings Plans (the "Master Trust"). The trustee of the Master Trust is State Street Bank and Trust Company.

Fidelity Investments Institutional Services Company, Inc. is the Plan's recordkeeper. BP Corporation North America Inc. (an indirect wholly owned subsidiary of BP) is the Plan sponsor and the Senior Vice President of Human Resources is the Plan administrator.

Under the Plan, participants may contribute up to a certain percentage of their base pay. Participants may elect to invest in numerous investment fund options as provided by the Plan. The Company makes matching contributions to the participant's account at 160% of the participant's contribution, up to a maximum Company contribution of 8% of the participant's base salary. Participants may also rollover amounts representing distributions from other qualified plans. Company contributions in the form of cash are initially

BP CAPITAL ACCUMULATION PLAN
(formerly Atlantic Richfield Capital Accumulation Plan)

NOTES TO FINANCIAL STATEMENTS (continued)

1. DESCRIPTION OF PLAN (continued)

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invested in the BP Stock Fund. Participants may elect to sell any portion of their investment fund(s) and reinvest the proceeds in one or more of the other available investment alternatives. There are no restrictions on the number of transactions a participant may authorize during the year.

All contributions and earnings are fully and immediately vested and nonforfeitable. The benefit to which a participant is entitled is the benefit which can be provided by the participant's account balance.

All reasonable and necessary Plan administrative expenses are paid out of the Master Trust or paid by the Company. Generally, fees and expenses related to investment management of each investment option are paid out of the respective funds. As a result, the returns on those investments are net of the fees and expenses of the managers of those investment options and certain other brokerage commissions and other fees and expenses incurred in connection with those investments.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Method of Accounting. The financial statements of the Plan are prepared under the accrual method of accounting.

Estimates. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires estimates and assumptions that affect certain reported amounts. Actual results may differ in some cases from the estimates.

Investment Valuation. All investments of the Master Trust, except as noted below, are stated at fair value generally as determined by quoted closing market prices, if available. Investments in guaranteed investment contracts and synthetic guaranteed investment contracts are valued at contract value because they are fully benefit responsive. The Master Trust's interest in the guaranteed investment contracts and synthetic guaranteed investment contracts with managed portfolio companies and insurance companies represents the maximum potential credit loss from concentrations of credit risk associated with its investment in these contracts. Money market investments and loans to

BP CAPITAL ACCUMULATION PLAN (formerly Atlantic Richfield Capital Accumulation Plan)

NOTES TO FINANCIAL STATEMENTS (continued)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

participants are valued at cost which approximates fair value. Other investments for which no quoted closing market prices are available are valued at fair value as determined by the Trustee based on the advice of its investment consultants.

New Accounting Standard. The Master Trust adopted the Financial Accounting Standards Board Statement of Financial Accounting Standards No. 133, "Accounting for Derivative Instruments and Hedging Activities" ("SFAS 133") on January 1, 2001. SFAS 133 requires the recognition of gains and losses associated with derivative instruments as a change in net assets in the period of change. The adoption of SFAS 133 did not have a material impact on the financial statements of the Plan or the Master Trust.

3. PARTICIPANT LOANS

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Participants are eligible to borrow from their account balances in the Plan. Loans are made in the form of cash and the amount may not exceed the lesser of 50 percent of the market value of the participant's accounts or \$50,000 less the highest loan balance outstanding during the preceding twelve months. The interest rate charged is a fixed rate equal to the average prime rate reported in The Wall Street Journal as of the last business day of the month preceding the date the loan application is received by the Plan's Administrative Committee. A processing fee of \$35 is charged for each new loan. Repayment of loan principal and interest is generally made by payroll deductions and credited to the participant's account.

4. INCOME TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service ("IRS") dated May 14, 1998, with respect to its qualified status under Section 401(a) of the IRC and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Company's tax counsel believe the Plan continues to meet the applicable tax qualification requirements of the IRC. The Plan sponsor reserves the right to make any amendments necessary to maintain the qualification of the Plan and trust.

BP CAPITAL ACCUMULATION PLAN (formerly Atlantic Richfield Capital Accumulation Plan)

NOTES TO FINANCIAL STATEMENTS (continued)

5. MASTER TRUST

All investment assets of the Plan are held in the Master Trust with the assets of other BP sponsored savings plans.

The beneficial interest of the plans in the Master Trust is adjusted daily to reflect the effect of income collected and accrued, realized and unrealized gains and losses, contributions and withdrawals, and all other transactions. The Master Trust constitutes a single investment account as defined in the master trust reporting and disclosure rules and regulations of the Department of Labor.

As of December 31, 2001 and December 31, 2000, the Plan's percentage interest in the Master Trust was 0.93% and 18.15% respectively. The net assets of the Master Trust as of December 31, 2001 and December 31, 2000, changes in net assets of the Master Trust for the year ended December 31, 2001 are as follows:

NET ASSETS

(thousands of dollars)

	December 31,	
	2001	2000
Investments		
BP p.l.c. American Depositary Shares ("BP ADSs")	\$ 3,418,625	\$ 3,641,986
Registered investment companies	1,474,857	1,537,818
Common collective trust funds	1,234,037	1,440,725
Money market investments	952,589	975,241

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Synthetic guaranteed investment contracts	589,923	636,041
Guaranteed investment contracts	92,876	108,875
Loans to participants	119,675	134,779
Government-backed obligations	-	5,037
Other	-	<u>2,941</u>
Total investments	7,882,582	8,483,443
Dividends and interest receivable	5,612	5,424
Contributions receivable	<u>190</u>	<u>190</u>
Total assets	7,888,384	8,489,057
Operating payables	<u>(1,304)</u>	<u>(1,137)</u>
Net assets	<u>\$ 7,887,080</u>	<u>\$ 8,487,920</u>

BP CAPITAL ACCUMULATION PLAN
(formerly Atlantic Richfield Capital Accumulation Plan)

NOTES TO FINANCIAL STATEMENTS (continued)

5. MASTER TRUST (continued)

CHANGES IN NET ASSETS
FOR THE YEAR ENDED DECEMBER 31, 2001
(thousands of dollars)

Additions of assets attributed to:		
Participant contributions	\$	192,409
Rollover contributions		97,539
Company contributions		125,783
Net realized and unrealized appreciation (depreciation) in fair value of investments:		
BP ADSs		29,129
Registered investment companies		(214,172)
Common collective trust funds		(96,120)
Interest and dividends		40,073
Transfer of assets from other BP sponsored savings plans		1,133
Transfer of assets from savings plans sponsored by other entities:		
Olympic Pipe Line Company		1,323
Exxon Mobil Corporation		<u>740</u>
Total additions		<u>177,837</u>
Deductions of assets attributed to:		

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Distributions to participants	(774,729)
Administrative expenses	(1,719)
Transfer of assets to savings plan sponsored by other entities:	
Tesoro Petroleum Corporation	(2,229)
Total deductions	(778,677)
Net decrease in assets during the year	(600,840)
Net assets	
Beginning of year	8,487,920
End of year	\$ 7,887,080

**BP CAPITAL ACCUMULATION PLAN
(formerly Atlantic Richfield Capital Accumulation Plan)**

NOTES TO FINANCIAL STATEMENTS (continued)

5. MASTER TRUST (continued)

As the result of BP becoming the operator for the Olympic Pipe Line Company, employees of Olympic Pipe Line had the option to keep their account balance in the Olympic Pipe Line Employee Savings Plan or to transfer their account balance to the BP Employee Savings Plans. On October 1, 2001 net assets of \$1.3 million were transferred to the BP Employee Savings Plan.

On May 2, 2001, BP acquired certain assets from the Exxon Mobil Corporation. BP provided affected employees with the option to transfer their account balance into the BP Employee Savings Plan. In 2001, net assets totaling \$.7 million were transferred to the BP Employee Savings Plan.

During 2001, BP sold two refineries and certain related assets to Tesoro Petroleum Corporation. As a result, net assets of \$2.2 million were transferred from the BP Employee Savings Plan to a savings plan sponsored by Tesoro.

**BP CAPITAL ACCUMULATION PLAN
(formerly Atlantic Richfield Capital Accumulation Plan)**

EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
23	Consent of Independent Auditors