

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
**Form 13F**

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 06-30-2012

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: Bedlam Asset Management plc  
Address: 20 Abchurch Lane, London, EC4N 7BB, UK

Form 13F File Number: 28-\_\_\_\_\_

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: Michael Comras  
Title: Chief Compliance Officer  
Phone: +44 20 7648 4325

Signature, Place, and Date of Signing:

  
\_\_\_\_\_  
[Signature]

London, U.K.  
[City, State]

08-14-2012  
[Date]

Report Type (Check only one.):

- 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).)

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: \_\_\_\_\_ 0 \_\_\_\_\_  
Form 13F Information Table Entry Total: \_\_\_\_\_ 28 \_\_\_\_\_  
Form 13F Information Table Value Total: \_\_\_\_\_ 207,288 \_\_\_\_\_  
(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

FORM 13F INFORMATION TABLE

<u>COLUMN 1</u>	<u>COLUMN 2</u>	<u>COLUMN 3</u>	<u>COLUMN 4</u>	<u>COLUMN 5</u>	<u>COLUMN 6</u>	<u>COLUMN 7</u>	<u>COLUMN 8</u>
<u>NAME OF ISSUER</u>	<u>TITLE OF CLASS</u>	<u>CUSIP</u>	<u>VALUE (\$1000)</u>	<u>SHRS OR PRN AMT</u>	<u>PUT/ CALL</u>	<u>INVESTMENT DISCRETION</u>	<u>OTHER VOTING AUTHORITY</u>
				<u>SH/ PRN</u>			<u>SOLE SHARED NONE</u>
AGCO CORP	COM	001084 10 2	11,128	243,340	SH	SOLE	243,340
BRISTOL MYERS SQUIBB CO	COM	110122 10 8	12,287	341,785	SH	SOLE	341,785
CELGENE CORP	COM	151020 10 4	14,221	221,645	SH	SOLE	221,645
CHART INDS INC	COM PAR \$0.01	16115Q 30 8	34	500	SH	SOLE	500
CHECK POINT SOFTWARE TECH LT	ORD	M22465 10 4	10,203	205,751	SH	SOLE	205,751
COTT CORP QUE	COM	22163N 10 6	4,953	603,273	SH	SOLE	603,273
DREAMWORKS ANIMATION SKG INC	CL A	26153C 10 3	7,607	399,129	SH	SOLE	399,129
GOLDCORP INC NEW	COM	380956 40 9	17,454	464,461	SH	SOLE	464,461
HILLSHIRE BRANDS CO	COM	432589 10 9	6,766	233,403	SH	SOLE	233,403
KANSAS CITY SOUTHERN	COM NEW	485170 30 2	7,146	102,738	SH	SOLE	102,738
KIMBERLY CLARK CORP	COM	494368 10 3	525	6,264	SH	SOLE	6,264
KONAMI CORP	SPONSORED ADR	50046R 10 1	41	1,820	SH	SOLE	1,820
MARKET VECTORS ETF TR	VIETNAM ETF	57060U 76 1	200	10,866	SH	SOLE	10,866
MEDTRONIC INC	COM	585055 10 6	13,317	343,854	SH	SOLE	343,854
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409 10 9	5,490	319,210	SH	SOLE	319,210
PFIZER INC	COM	717081 10 3	19,358	841,671	SH	SOLE	841,671
SANOFI	SPONSORED ADR	80105N 10 5	71	1,889	SH	SOLE	1,889
SHUFFLE MASTER INC	COM	825549 10 8	7,706	558,370	SH	SOLE	558,370
SILVER WHEATON CORP	COM	828336 10 7	69	2,553	SH	SOLE	2,553
SMITH & NEPHEW PLC	SPDN ADR NEW	83175M 20 5	36	723	SH	SOLE	723
SOUTHWESTERN ENERGY CO	COM	845467 10 9	10,083	315,797	SH	SOLE	315,797
SYNGENTA AG	SPONSORED ADR	87160A 10 0	59	862	SH	SOLE	862
TYCO INTERNATIONAL LTD	SHS	H89128 10 4	17,256	326,504	SH	SOLE	326,504
ULTRA PETROLEUM CORP	COM	903914 10 9	12,156	526,933	SH	SOLE	526,933
WD-40 CO	COM	929236 10 7	423	8,499	SH	SOLE	8,499
WOLVERINE WORLD WIDE INC	COM	978097 10 3	4,756	122,635	SH	SOLE	122,635
XYLEM INC	COM	98419M 10 0	7,194	285,813	SH	SOLE	285,813
YAMAMA GOLD INC	COM	98462Y 10 0	16,749	1,087,574	SH	SOLE	1,087,574