

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

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 09-30-2012

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]

11-09-2012  
[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: \_\_\_\_\_ 23 \_\_\_\_\_  
Form 13F Information Table Value Total: \_\_\_\_\_ 208,081 \_\_\_\_\_  
(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

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGER	VOTING AUTHORITY
AGCO CORP	COM	001084 10 2	11,927	251,205	SH		SOLE		SOLE
BRISTOL MYERS SQUIBB CO	COM	110122 10 8	18,324	542,946	SH		SOLE		SOLE
CELGENE CORP	COM	151020 10 4	17,458	228,504	SH		SOLE		SOLE
CHECK POINT SOFTWARE TECH LT	ORD	M22465 90 4	12,344	256,314	SH		SOLE		SOLE
DREAMWORKS ANIMATION SKG INC	CL A	26153C 10 3	10,399	540,768	SH		SOLE		SOLE
GOLDCORP INC NEW	COM	380956 40 9	14,298	311,836	SH		SOLE		SOLE
KIMBERLY CLARK CORP	COM	494368 10 3	537	6,264	SH		SOLE		SOLE
KONAMI CORP	SPONSORED ADR	50046R 10 1	250	11,027	SH		SOLE		SOLE
MARKET VECTORS ETF TR	VIETNAM ETF	57060U 76 1	174	10,866	SH		SOLE		SOLE
MEDTRONIC INC	COM	585055 10 6	15,247	353,600	SH		SOLE		SOLE
MOSAIC CO NEW	COM	61945C 10 3	13,366	232,012	SH		SOLE		SOLE
PFIZER INC	COM	717081 10 3	18,097	728,249	SH		SOLE		SOLE
SANOFI	SPONSORED ADR	80105N 10 5	390	9,067	SH		SOLE		SOLE
SHUFFLE MASTER INC	COM	825549 10 8	9,057	572,878	SH		SOLE		SOLE
SILVER WHEATON CORP	COM	828336 10 7	376	9,466	SH		SOLE		SOLE
SMITH & NEPHEW PLC	SPDN ADR NEW	83175M 20 5	249	4,515	SH		SOLE		SOLE
SOUTHWESTERN ENERGY CO	COM	845467 10 9	11,329	325,741	SH		SOLE		SOLE
SYNGENTA AG	SPONSORED ADR	87160A 10 0	306	4,086	SH		SOLE		SOLE
TYCO INTERNATIONAL LTD	CALL	H89128 90 4	18,172	323,002	SH		SOLE		SOLE
ULTRA PETROLEUM CORP	COM	903914 10 9	11,930	542,763	SH		SOLE		SOLE
WD-40 CO	COM	929236 10 7	307	5,829	SH		SOLE		SOLE
WOLVERINE WORLD WIDE INC	COM	978097 10 3	9,131	205,799	SH		SOLE		SOLE
YAMANA GOLD INC	COM	98462Y 10 0	14,411	754,131	SH		SOLE		SOLE