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PETROLEUM & RESOURCES CORP
Form 13F-HR
April 25, 2013

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2013

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 April 25, 2013
[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: 48

Form 13F Information Table Value Total: \$783,368
(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) | COLUMN 5 SHRS OR PRN AMT | SH/ PRN | PUT/ CALL | COLUMN 6 INVTMT DISCRETN |
|--------------------------------|-------------------------------|-------------------|---------------------------------|--------------------------------|------------|--------------|--------------------------------|
| ANADARKO PETROLEUM CORP. | COM | 032511107 | 26,235 | 300,000 | SH | | SOLE |
| BAKER HUGHES, INC. | COM | 057224107 | 2,785 | 60,000 | SH | | SOLE |
| CF INDUSTRIES HOLDINGS, INC. | COM | 125269100 | 16,004 | 84,069 | SH | | SOLE |
| CHEVRON CORP. | COM | 166764100 | 98,621 | 830,000 | SH | | SOLE |
| CONOCOPHILLIPS | COM | 20825C104 | 16,527 | 275,000 | SH | | SOLE |
| DEVON ENERGY CORP. | COM | 25179M103 | 8,463 | 150,000 | SH | | SOLE |
| DOW CHEMICAL CO. | COM | 260543103 | 17,512 | 550,000 | SH | | SOLE |
| E.I. DUPONT DE NEMOURS AND CO. | COM | 263534109 | 6,145 | 125,000 | SH | | SOLE |
| EASTMAN CHEMICAL CO. | COM | 277432100 | 11,598 | 166,000 | SH | | SOLE |
| ENERGEN CORP. | COM | 29265N108 | 9,102 | 175,000 | SH | | SOLE |
| EOG RESOURCES, INC. | COM | 26875P101 | 19,851 | 155,000 | SH | | SOLE |
| EQT CORP. | COM | 26884L109 | 9,485 | 140,000 | SH | | SOLE |
| EXXON MOBIL CORP. | COM | 30231G102 | 129,166 | 1,433,430 | SH | | SOLE |
| FMC CORP. | COM | 302491303 | 8,555 | 150,000 | SH | | SOLE |
| FMC TECHNOLOGIES, INC. | COM | 30249U101 | 5,439 | 100,000 | SH | | SOLE |
| FREEPORT-MCMORAN COPPER & GOLD | COM | 35671D857 | 16,120 | 487,000 | SH | | SOLE |
| HALLIBURTON CO. | COM | 406216101 | 17,174 | 425,000 | SH | | SOLE |
| HESS CORP. | COM | 42809H107 | 23,273 | 325,000 | SH | | SOLE |
| HOLLYFRONTIER CORP. | COM | 436106108 | 5,660 | 110,000 | SH | | SOLE |
| KINDER MORGAN INC. | COM | 49456B101 | 9,670 | 250,000 | SH | | SOLE |
| LYONDELLBASELL INDUSTRIES N.V. | SHS-A | N53745100 | 14,240 | 225,000 | SH | | SOLE |
| MARATHON OIL CORP. | COM | 565849106 | 8,430 | 250,000 | SH | | SOLE |
| MARATHON PETROLEUM CORP. | COM | 56585A102 | 17,024 | 190,000 | SH | | SOLE |
| MIDSTATES PETROLEUM CO., INC. | COM | 59804T100 | 2,138 | 250,000 | SH | | SOLE |
| NABORS INDUSTRIES, LTD. | SHS | G6359F103 | 5,174 | 319,000 | SH | | SOLE |
| NATIONAL FUEL GAS CO. | COM | 636180101 | 6,135 | 100,000 | SH | | SOLE |
| NATIONAL OILWELL VARCO, INC. | COM | 637071101 | 17,687 | 250,000 | SH | | SOLE |
| NEW JERSEY RESOURCES CORP. | COM | 646025106 | 11,571 | 258,000 | SH | | SOLE |
| NEWFIELD EXPLORATION CO. | COM | 651290108 | 1,794 | 80,000 | SH | | SOLE |
| NOBLE ENERGY, INC. | COM | 655044105 | 21,975 | 190,000 | SH | | SOLE |
| OASIS PETROLEUM, INC. | COM | 674215108 | 5,711 | 150,000 | SH | | SOLE |

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|--------------------------------|-------------|-----------|---------|---------|----|------|
| OCCIDENTAL PETROLEUM CORP. | COM | 674599105 | 32,132 | 410,000 | SH | SOLE |
| OIL STATES INTERNATIONAL, INC. | COM | 678026105 | 8,157 | 100,000 | SH | SOLE |
| PEABODY ENERGY CORP. | COM | 704549104 | 4,282 | 202,440 | SH | SOLE |
| PHILLIPS 66 | COM | 718546104 | 24,159 | 345,275 | SH | SOLE |
| PIONEER NATURAL RESOURCES CO. | COM | 723787107 | 12,425 | 100,000 | SH | SOLE |
| POTASH CORP OF SASKATCHEWAN | COM | 73755L107 | 9,420 | 240,000 | SH | SOLE |
| PRAXAIR, INC. | COM | 74005P104 | 16,731 | 150,000 | SH | SOLE |
| QEP RESOURCES, INC. | COM | 74733V100 | 5,254 | 165,000 | SH | SOLE |
| ROYAL DUTCH SHELL | SPONS ADR A | 780259206 | 3,317 | 50,903 | SH | SOLE |
| SCHLUMBERGER LTD. | COM | 806857108 | 46,806 | 625,000 | SH | SOLE |
| SEADRILL LTD. | SHS | G7945E105 | 7,442 | 200,003 | SH | SOLE |
| SOUTHWESTERN ENERGY CO. | COM | 845467109 | 2,049 | 55,000 | SH | SOLE |
| SPDR GOLD TRUST | GOLD SHS | 78463V107 | 12,356 | 80,000 | SH | SOLE |
| SPECTRA ENERGY CORP. | COM | 847560109 | 901 | 29,312 | SH | SOLE |
| TRANSOCEAN LTD. | REG SHS | H8817H100 | 8,833 | 170,000 | SH | SOLE |
| WEATHERFORD INT'L. LTD | REG | H27013103 | 4,856 | 400,000 | SH | SOLE |
| WILLIAMS COMPANIES, INC. | COM | 969457100 | 14,984 | 400,000 | SH | SOLE |
| | | | 783,368 | | | |

