

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **2013-05-16** | Period of Report: **2013-03-31**
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FILER

Covington Capital Management

CIK: **1323119** | IRS No.: **201253741** | State of Incorporation: **CA** | Fiscal Year End: **1231**
Type: **13F-HR** | Act: **34** | File No.: **028-11340** | Film No.: **13849084**

Mailing Address
601 SOUTH FIGUEROA
STREET, SUITE 2000
LOS ANGELES CA 90017

Business Address
601 SOUTH FIGUEROA
STREET, SUITE 2000
LOS ANGELES CA 90017
213 629-7500

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: Covington Capital Management
 Address: 601 South Figueroa Street, Suite 2000
 Los Angeles, CA 90017
 13F File Number: 028-11340

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 submission.

Person Signing this Report on Behalf of Reporting Manager:

Name: Dwight Liu
 Title: Chief Financial Officer
 Phone: 213 629-7510

Signature, Place, and Date of Signing:

/s/ D. Liu Los Angeles, CA May 15, 2013

Report Type (Check only one.):

[x] 13F HOLDINGS REPORT.
 [] 13F NOTICE.
 [] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager: None

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: None
 Form 13F Information Table Entry Total: 228
 Form 13F Information Table Value Total: \$830,529,000

List of Other Included Managers: None

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	PRN AMT	VALUE PRN	SHARES/ CALL	SH/ DISCRETION	PUT/	INVESTMENT MANAGERS	OTHER SOLE	OTHER SHARED	VOTING AUTHORITY NONE
3M COMPANY	COM	88579Y101	6802		63981	SH		DEFINED			X	
AES	COM	00130H105	185		14700	SH		DEFINED			X	
AFLAC INC	COM	001055102	1985		38154	SH		DEFINED		X		
ABB LTD	ADR	000375204	952		41825	SH		DEFINED			X	
ABBOTT LABORATORIES	COM	002824100	6663		188651	SH		DEFINED			X	
ABBVIE INC	COM	00287Y109	4732		116038	SH		DEFINED		X		
ACCENTURE LTD	CL A	G1150G111	9666		127236	SH		DEFINED			X	
ACE LIMITED	ORD	G0070K103	3911		43962	SH		DEFINED		X		
ACTAVIS	COM	005075103	1810		19655	SH		DEFINED			X	
ADOBE SYSTEMS INC	COM	00724F101	281		6453	SH		DEFINED		X		
AIR PROD & CHEMICALS	COM	009158106	3039		34883	SH		DEFINED			X	
ALLERGAN INC	COM	018490102	751		6727	SH		DEFINED		X		
ALTRIA GROUP	COM	02209S103	1995		58017	SH		DEFINED			X	
AMERICA MOVIL SERIES L	ADR	02364W105	271		12924	SH		DEFINED			X	
AMERICAN EXPRESS	COM	025816109	7254		107525	SH		DEFINED		X		
AMGEN INCORPORATED	COM	031162100	530		5166	SH		DEFINED		X		
ANADARKO PETROLEUM	COM	032511107	2178		24900	SH		DEFINED		X		
ANALOG DEVICES INC	COM	32654105	1120		24093	SH		DEFINED		X		
APACHE CORP	COM	037411105	1678		21741	SH		DEFINED			X	
APPLE COMPUTER	COM	037833100	11662		26346	SH		DEFINED			X	
ATT	COM	00206R102	1879		51210	SH		DEFINED		X		
AUTOMATIC DATA PROC	COM	053015103	5162		79377	SH		DEFINED		X		
AVERY DENNISON CORP	COM	053611109	679		15770	SH		DEFINED		X		
BANK OF AMERICA CORP	COM	060505104	712		58470	SH		DEFINED		X		
BARRICK GOLD CORP	COM	67901108	3364		114420	SH		DEFINED		X		
BAXTER INTERNATIONAL	COM	071813109	1141		15713	SH		DEFINED		X		
BECTON DICKINSON & CO	COM	075887109	1361		14240	SH		DEFINED		X		
BERKSHIRE HATHAWAY	CL B	084670207	10610		101820	SH		DEFINED		X		
BHP BILLITON	ADR	088606108	3171		46346	SH		DEFINED		X		
BLACKROCK INC	COM	09247X101	6475		25206	SH		DEFINED		X		
BLOCK H&R INC	COM	093671105	394		13400	SH		DEFINED		X		
BOEING CO	COM	097023105	4803		55944	SH		DEFINED		X		
BP PLC ADR	ADR	055622104	6247		147501	SH		DEFINED		X		
BRISTOL-MYERS SQUIBB CO	COM	110122108	1033		25087	SH		DEFINED			X	
BROADCOM CORP	CL A	111320107	884		25502	SH		DEFINED			X	
C S X CORP	COM	126408103	372		15099	SH		DEFINED		X		
CVS CAREMARK	COM	126650100	274		4983	SH		DEFINED		X		
CATERPILLAR	COM	149123101	355		4085	SH		DEFINED		X		
CELGENE CORP	COM	151020104	5413		46703	SH		DEFINED			X	
CERNER CORPORATION	COM	156782104	7839		82739	SH		DEFINED		X		
CHEVRONTXACO CORP	COM	166764100	22360		188184	SH		DEFINED			X	
CHUBB CORPORATION	COM	171232101	1853		21173	SH		DEFINED		X		
CHURCH & DWIGHT CO	COM	171340102	204		3150	SH		DEFINED		X		

CISCO SYSTEMS INC	COM	17275R102	5076	242931	SH	DEFINED		X	
COLOROX COMPANY	COM	189054109	4646	52485	SH	DEFINED			X
COACH INC	COM	189754104	1055	21100	SH	DEFINED		X	
COCA COLA COMPANY	COM	191216100	9049	223769	SH	DEFINED		X	
COLGATE-PALMOLIVE CO	COM	194162103	8050	68204	SH	DEFINED		X	
CONOCOPHILLIPS	COM	20825C104	8296	138036	SH	DEFINED			X
CORNING INC	COM	219350105	424	31800	SH	DEFINED		X	
COSTCO WHSL CORP NEW	COM	22160K105	2726	25687	SH	DEFINED		X	
CUMMINS INC	COM	231021106	8605	74304	SH	DEFINED		X	
DAILY JOURNAL CORP	COM	233912104	666	6000	SH	DEFINED		X	
DANAHER CORP DEL	COM	235851102	5096	81997	SH	DEFINED		X	
DEERE & CO	COM	244199105	3466	40312	SH	DEFINED		X	
DEVON ENERGY CP NEW	COM	25179M103	3713	65809	SH	DEFINED		X	
DIAGEO PLC	ADR	25243Q205	912	7250	SH	DEFINED		X	
DISCOVERY HOLDING SER A	COM	25470F104	398	5050	SH	DEFINED			X
DISNEY WALT CO	COM	254687106	8505	149734	SH	DEFINED			X
DOMINION RES INC	COM	25746U109	2481	42648	SH	DEFINED		X	
DOW CHEMICAL CO	COM	260543103	859	26970	SH	DEFINED			X
DU PONT E I DE NEMOUR	COM	263534109	4633	94241	SH	DEFINED			X
EMC CORP	COM	268648102	6659	278752	SH	DEFINED		X	
EBAY INC	COM	278642103	577	10639	SH	DEFINED		X	
EDISON INTERNATIONAL	COM	281020107	866	17204	SH	DEFINED		X	
EMERSON ELECTRIC CO	COM	291011104	3638	65108	SH	DEFINED		X	
ENBRIDGE ENERGY PTNRS	COM	29250R106	281	9337	SH	DEFINED		X	
EXXON MOBIL CORPORATION	COM	30231G102	39084	433739	SH	DEFINED			X
FINANCIAL SELCTSPDR XLF	COM	30231G102	382	21000	SH	DEFINED			X
FIRSTENERGY CORP	COM	81369Y605	559	13235	SH	DEFINED		X	
FLAHERTY & CRUMRINE PFD	COM	338480106	262	17700	SH	DEFINED		X	
FLAHERTY & CRUMRINE PFO	COM	33848E106	913	74458	SH	DEFINED		X	
FLAHERTY & CRUMRINE PFC	COM	338478100	3213	157104	SH	DEFINED		X	
FREEPORT MCMORN	CL B	35671D857	5598	169124	SH	DEFINED			X
GENERAL ELECTRIC CO	COM	369604103	16404	709534	SH	DEFINED		X	
GENERAL MILLS INC	COM	370334104	695	14100	SH	DEFINED		X	
GENUINE PARTS	COM	372460105	743	9530	SH	DEFINED		X	
GILEAD SCIENCES INC	COM	375558103	6057	123774	SH	DEFINED		X	
GOOGLE INC	CL A	38259P508	6915	8707	SH	DEFINED		X	
HALLIBURTON CO	COM	406216101	261	6458	SH	DEFINED		X	
HEINZ HJ	COM	423074103	566	7835	SH	DEFINED		X	
HEWLETT-PACKARD COMPANY	COM	428236103	655	27475	SH	DEFINED		X	
HOME DEPOT INC	COM	437076102	2882	41304	SH	DEFINED		X	
HONEYWELL INTERNATIONAL	COM	438516106	469	6224	SH	DEFINED		X	
HSCB	ADR	404280406	457	8575	SH	DEFINED		X	
ILLINOIS TOOL WORKS INC	COM	452308109	1223	20072	SH	DEFINED		X	
INTEL CORP	COM	458140100	7843	359192	SH	DEFINED		X	
INTL BUSINESS MACHINES	COM	459200101	7004	32837	SH	DEFINED		X	
INTUIT INC	COM	461202103	5753	87612	SH	DEFINED		X	
ISHARES FTSE CHINA FXI	ETF	464287184	201	5450	SH	DEFINED		X	
ISHARES GOLD TRUST IAU	ETF	464285105	605	38995	SH	DEFINED		X	
ISHARES MSCI AUSTR EWA	ETF	464286103	695	25700	SH	DEFINED		X	
ISHARES MSCI BRAZIL EWZ	ETF	464286400	1075	19725	SH	DEFINED		X	
ISHARES MSCI CDA EWC	ETF	464286509	3991	139998	SH	DEFINED		X	
ISHARES MSCI EAFE ECH	ETF	464286640	1717	26445	SH	DEFINED		X	
ISHARES MSCI EAFE EFA	ETF	464287465	10787	182889	SH	DEFINED		X	
ISHARES MSCI EMRGMKT	ETF	464287234	2076	48542	SH	DEFINED		X	
ISHARES MSCI INDON	ETF	46429B309	815	23392	SH	DEFINED		X	
ISHARES MSCI JPN EWJ	ETF	464286848	763	70650	SH	DEFINED		X	
ISHARES MSCI KOREA EWY	ETF	464286848	821	13822	SH	DEFINED		X	
ISHARES MSCI MEXICO EWW	ETF	464286822	237	3174	SH	DEFINED		X	
ISHARES MSCI JPIDX EPP	ETF	464286848	5735	115390	SH	DEFINED		X	
ISHARES MSCI SINGAPAEWS	ETF	464286673	141	10100	SH	DEFINED		X	
ISHARES MSCI TAIWAN EWT	ETF	464286731	262	19625	SH	DEFINED		X	
ISHARES MSCI TURKEY TUR	ETF	464286715	642	9015	SH	DEFINED		X	
ISHARES RUSS 2000 IWM	ETF	464287655	7442	78813	SH	DEFINED		X	
ISHARES RUSS MID IWR	ETF	464287499	579	4550	SH	DEFINED		X	
ISHARES RUSS 1000 IWB	ETF	464287622	1797	20610	SH	DEFINED		X	
ISHARES RUSS 1000 IWF	ETF	464287614	572	8020	SH	DEFINED		X	
ISHARES S&P 600 IJR	ETF	464287804	3214	36915	SH	DEFINED		X	
ISHARES S&P IVV	ETF	46287200	528	3355	SH	DEFINED		X	
JM SMUCKER CO	COM NEW	832696405	1726	17403	SH	DEFINED			X
JACOBS ENGINEERING GRP	COM	469814107	2622	46619	SH	DEFINED		X	
JOHNSON & JOHNSON	COM	478160104	18362	225219	SH	DEFINED		X	
JOHNSON CONTROLS INC	COM	478366107	1108	31593	SH	DEFINED		X	
JPMORGAN CHASE & CO	COM	46625H100	6940	146224	SH	DEFINED		X	
KIMBERLY CLARK	COM	494368103	287	2925	SH	DEFINED		X	
KINDER MORGAN EN LP	UT LTD	494550106	500	5575	SH	DEFINED		X	
KRAFT FOODS INC	CL A	50075N104	4274	82933	SH	DEFINED		X	
LABORATORY CORP OF AMER	COM NEW	50540R409	1148	12725	SH	DEFINED			X
LENNAR CORP	CL A	526057104	201	4850	SH	DEFINED		X	
LEUCADIA NATIONAL CORP	COM	527288104	1041	37937	SH	DEFINED		X	
LILLY ELI & COMPANY	COM	532457108	789	13900	SH	DEFINED		X	
LINCOLN ELECTRIC	COM	533900106	1261	23275	SH	DEFINED		X	
LOCKHEED MARTIN CORP	COM	539830109	434	4500	SH	DEFINED		X	
LOWES COMPANIES INC	COM	548661107	6580	173525	SH	DEFINED		X	
M&T BANK	COM	55261F104	2454	23785	SH	DEFINED		X	
MC CORMICK	COM	579780206	1817	24700	SH	DEFINED		X	
MC DONALDS CORP	COM	580135101	8749	87760	SH	DEFINED		X	
MCKESSON INC	COM	58155Q103	329	3050	SH	DEFINED		X	
MEAD JOHNSON	COM	582839106	1589	20514	SH	DEFINED		X	
MEDTRONIC INC	COM	585055106	4070	86660	SH	DEFINED		X	
MERCK & CO INC	COM	589331107	8089	183007	SH	DEFINED		X	
METLIFE INC	COM	59156R108	248	6519	SH	DEFINED		X	
MICROSOFT CORP	COM	594918104	10188	356171	SH	DEFINED		X	
MONDELEZ INTL	CL A	609207105	6764	220953	SH	DEFINED		X	
MYLAN INC	COM	628530107	2380	82204	SH	DEFINED		X	
NATIONAL INSTRUMENTS	COM	636518102	651	19875	SH	DEFINED		X	
NATIONAL OILWELL	COM	637071101	1235	17452	SH	DEFINED		X	
NEWS CORP LTD	CL A	65248E104	754	24725	SH	DEFINED		X	
NEXTERA ENERGY	COM	654106103	6399	82378	SH	DEFINED		X	
NIKE INC	CL B	654106103	7097	120274	SH	DEFINED		X	
NOVARTIS AG	ADR	66987V109	1659	23294	SH	DEFINED		X	
OMNICOM PARTNERS	COM	681919106	1952	33146	SH	DEFINED		X	
ONEOK PARTNERS LP	UT	68268N103	703	12245	SH	DEFINED		X	
ORACLE CORPORATION	COM	68389X105	7547	233435	SH	DEFINED		X	
PAICHEX INC	COM	704326107	3722	106161	SH	DEFINED		X	
PEPSICO INCORPORATED	COM	713448108	10746	135832	SH	DEFINED		X	
PFIZER INCORPORATED	COM	717081103	15318	530756	SH	DEFINED		X	
PHILIP MORRIS INTL INC	COM	718172109	4682	50504	SH	DEFINED		X	
PHILLIPS 66	COM	718546104	458	6552	SH	DEFINED		X	
PIONEER NATURAL RES	COM	723787107	201	1621	SH	DEFINED		X	
PLUM CREEK TIMBER	COM	729251108	637	12207	SH	DEFINED		X	
POTASH CORP SASK	COM	737551107	1076	27425	SH	DEFINED		X	
POWERSHS PCEF	ETF	73936Q843	2181	83305	SH	DEFINED		X	
POWERSHS WINDERHILL PBW	ETF	73935X500	227	52275	SH	DEFINED		X	

POWERSHS GLOBAL EXC PIO	ETF	73936T623	290	15138	SH	DEFINED		X
POWERSHS ETF WATER PHO	ETF	73935X575	938	40800	SH	DEFINED		X
PROCTER & GAMBLE	COM	742718109	14202	184302	SH	DEFINED		X
PUBLIC STORAGE	COM	74460D109	1302	8545	SH	DEFINED		X
QUALCOMM INC	COM	747525103	10715	160063	SH	DEFINED		X
ROYAL DTCH 1.25 GUILDER	NY REG	780257804	2383	36575	SH	DEFINED		X
S J W CORP	COM	784305104	51783	1954070	SH	DEFINED		X
SCHLUMBERGER LTD	COM	806857108	6307	84214	SH	DEFINED		X
SEMPRA ENERGY	COM	816851109	2574	32205	SH	DEFINED		X
SPDR DJ RE RWX	ETF	784634863	277	6450	SH	DEFINED		X
SPDR GOLD SHARES GLD	ETF	78463V107	12556	81284	SH	DEFINED		X
SPDR S&P DIV SDY	ETF	78462P103	654	9910	SH	DEFINED		X
SPDR TRUST SPY	ETF	78462F103	7238	46200	SH	DEFINED		X
SPDR S&P EMERG MKTS	ETF	784634533	8770	194330	SH	DEFINED		X
SPDR S&P HOMEBUILDER	ETF	78464A888	1512	50300	SH	DEFINED		X
SPDR TRUST MDY	ETF	78467Y107	10651	50786	SH	DEFINED		X
STARBUCKS CORP	COM	855244109	1361	23900	SH	DEFINED		X
STATE STREET CORP	COM	857477103	1110	18784	SH	DEFINED		X
STERICYCLE INC	COM	858912108	4427	41690	SH	DEFINED		X
STRYKER CORP	COM	863667101	3954	60601	SH	DEFINED		X
SYSCO CORP	COM	871829107	387	11006	SH	DEFINED		X
TJX COS INC	COM	872540109	2967	63467	SH	DEFINED		X
T ROWE PRICE	COM	741447108	2355	31460	SH	DEFINED		X
TARGET CORPORATION	COM	87612E106	7431	108555	SH	DEFINED		X
TECH SEL SPDR XLK	ETF	81369Y803	578	19082	SH	DEFINED		X
TETRA TECH	COM	88162G103	239	7825	SH	DEFINED		X
TEVA PHARM INDS LTD	ADR	88162A209	2862	72129	SH	DEFINED		X
TEXAS INSTRUMENTS INC	COM	882508104	223	6285	SH	DEFINED		X
THE CHARLES SCHWAB CORP	COM	808513105	1881	106303	SH	DEFINED		X
THERMO FISHER SCIENTIF	COM	883556102	270	3527	SH	DEFINED		X
TIFFANY	COM	886547108	374	5381	SH	DEFINED		X
TIME WARNER CABLE TWC	COM	88732J207	507	5282	SH	DEFINED		X
TIME WARNER INC TWX	COM	88731L303	1429	24804	SH	DEFINED		X
TRACTOR SUPPLY COMPANY	COM	892356106	2603	25000	SH	DEFINED		X
TRANSOCEAN INC	COM	900078109	2639	50781	SH	DEFINED		X
U S BANCORP DEL NEW	COM NEW	902973304	404	11904	SH	DEFINED		X
UNILEVER NV NY SHS	NY SHS	904784709	287	6993	SH	DEFINED		X
UNION PACIFIC CORP	COM	907818108	7200	50556	SH	DEFINED		X
UNITED PARCEL SERVICE	CL B	911312106	3365	39169	SH	DEFINED		X
UNITED TECHNOLOGIES	COM	913017109	4445	47571	SH	DEFINED		X
UNITEDHEALTH GROUP INC	COM	91324P102	1187	20750	SH	DEFINED		X
VF CORP	COM	918204108	4567	27225	SH	DEFINED		X
VALERO ENERGY CORP NEW	COM	91913Y100	816	17938	SH	DEFINED		X
VANGUARD ALLWORLD VSS	ETF	922042718	1590	16830	SH	DEFINED		X
VANGUARD CMSNR DISC VCR	ETF	92204A108	212	2500	SH	DEFINED		X
VANGUARD DIV APPREC VIG	ETF	921908844	4079	62089	SH	DEFINED		X
VANGUARD EMG MKT VVO	ETF	922042858	8055	187791	SH	DEFINED		X
VANGUARD ENERGY VDE	ETF	92204A306	776	6850	SH	DEFINED		X
VANGUARD EURPAC VEA	ETF	921943858	4736	129992	SH	DEFINED		X
VANGUARD EURO VGK	ETF	922042874	4598	93595	SH	DEFINED		X
VANGUARD MIDCAP VIP VO	ETF	922908629	1828	19683	SH	DEFINED		X
VANGUARD INTL EQTY VEU	ETF	922042775	3461	74654	SH	DEFINED		X
VANGUARD LARGE CAP VV	ETF	922908637	802	11175	SH	DEFINED		X
VANGUARD PACIFIC VPL	ETF	922042866	2266	39041	SH	DEFINED		X
VANGUARD SMCAP VIP VB	ETF	922908751	676	7415	SH	DEFINED		X
VANGUARD TOTAL STK VTI	ETF	922908769	496	6127	SH	DEFINED		X
VANGUARD UTILITIES VPU	ETF	92204A876	211	2485	SH	DEFINED		X
VERISK ANALYTICS	CL A	92345Y106	1376	22330	SH	DEFINED		X
VERIZON COMMUNICATIONS	COM	92343V104	7437	151309	SH	DEFINED		X
VISA INC CL A	CL A	92826C839	217	1279	SH	DEFINED		X
VODAFONE GROUP PLC	ADR	92857W100	8590	302451	SH	DEFINED		X
WAL-MART STORES INC	COM	931142103	6156	82265	SH	DEFINED		X
WASHINGTON POST	CL B	939640108	380	850	SH	DEFINED		X
WASTE MANAGEMENT	COM	94106L109	3975	101385	SH	DEFINED		X
WELLS FARGO & CO NEW	COM	949746101	10188	275431	SH	DEFINED		X
WILLIAMS COMPANIES	COM	969457100	6702	178911	SH	DEFINED		X
WILLIAMS PARTNERS LP	COM LP	96950F104	423	8175	SH	DEFINED		X
WIPRO LTD ADR	ADR	97651M109	159	15700	SH	DEFINED		X
XYLEM INC	COM	98419M100	295	10693	SH	DEFINED		X
YUM BRANDS INC	COM	988498101	269	3740	SH	DEFINED		X
			830529	16349105				

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