

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **2005-05-02** | Period of Report: **2004-12-31**
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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.: **05787915**

Mailing Address
601 SOUTH FIGUEROA
STREET, SUITE 4400
LOS ANGELES CA 90017

Business Address
601 SOUTH FIGUEROA
STREET, SUITE 4400
LOS ANGELES CA 90017
213 629-7500

Report for the Calendar Year or Quarter Ended: December 31, 2004

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 4400
Los Angeles, CA 90017
13F File Number:

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 April 28, 2005

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: 124
Form 13F Information Table Value Total: \$108,808,000

List of Other Included Managers: None

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	PRN AMT	PRN	SHARES/ CALL	SH/ DISCRETION	PUT/ INVESTMENT MANAGERS	OTHER SOLE	OTHER SHARED	VOTING AUTHORITY NONE
ABBOTT LABORATORIES	COM	002824100	1530		32800	SH	DEFINED			X	
ACCENTURE LTD	CL A	G1150G111	648		24000	SH	DEFINED			X	
ACE LIMITED	ORD	G0070K103	575		13450	SH	DEFINED			X	
ADOBE SYSTEMS INC	COM	00724F101	590		9400	SH	DEFINED		X		
AIR PROD & CHEMICALS	COM	009158106	1713		29548	SH	DEFINED			X	
ALLSTATE CORPORATION	COM	020002101	913		17650	SH	DEFINED			X	
ALTRIA GROUP INC	COM	022098103	1035		16945	SH	DEFINED		X		
AMERICAN EXPRESS CO	COM	025816109	1418		25159	SH	DEFINED			X	
AMERICAN INTL GROUP INC	COM	026874107	3121		47532	SH	DEFINED			X	
AMGEN INCORPORATED	COM	031162100	2377		37050	SH	DEFINED		X		
ANADARKO PETROLEUM CORP	COM	032511107	993		15325	SH	DEFINED			X	
ANHEUSER BUSCH CO INC	COM	035229103	208		4100	SH	DEFINED			X	
APACHE CORP	COM	037411105	212		4200	SH	DEFINED		X		
APPLIED MATERIALS INC	COM	038222105	680		39760	SH	DEFINED			X	
AU OPTRONICS CORP	ADR	002255107	241		16844	SH	DEFINED		X		
AUTO DATA PROCESSING	COM	053015103	548		12350	SH	DEFINED			X	
AVERY DENNISON CORP	COM	053611109	1425		23764	SH	DEFINED			X	
BANK OF AMERICA CORP	COM	060505104	2234		47546	SH	DEFINED			X	
BARR PHARMACEUTICALS	COM	068306109	433		9499	SH	DEFINED			X	
BAKTER INTERNATIONAL	COM	071813109	338		9793	SH	DEFINED			X	
BERKSHIRE HATHAWAY	CL B	084670207	264		90	SH	DEFINED		X		
BP PLC	ADR	055622104	2511		42993	SH	DEFINED			X	
BRISTOL-MYERS SQUIBB CO	COM	110122108	287		11187	SH	DEFINED			X	
CENDANT CORP	COM	151313103	246		10534	SH	DEFINED			X	
CHEVRONTEXACO CORP	COM	166764100	2030		38666	SH	DEFINED			X	
CHUBB CORPORATION	COM	171232101	315		4100	SH	DEFINED		X		
CISCO SYSTEMS INC	COM	17275R102	1768		91525	SH	DEFINED		X		
CITIGROUP INC	COM	172967101	2746		57002	SH	DEFINED			X	
CLEAR CHANNEL COMMUN	COM	184502102	409		12210	SH	DEFINED			X	
CLOROX COMPANY	COM	189054109	633		10750	SH	DEFINED			X	
COCA COLA COMPANY	COM	191216100	322		7725	SH	DEFINED		X		
COMCAST CORP NEW	CL A	20030N101	240		7197	SH	DEFINED		X		
CONOCOPHILLIPS	COM	20825C104	206		2372	SH	DEFINED			X	
COSTCO WHSL CORP NEW	COM	22160K105	524		10825	SH	DEFINED			X	
COUNTRYWIDE FINANCIAL	COM	222372104	207		5598	SH	DEFINED			X	
DANAHER CORP DEL	COM	235851102	1363		23750	SH	DEFINED		X		
DELL INC	COM	24702R101	257		6100	SH	DEFINED		X		
DEVON ENERGY CP NEW	COM	25179M103	1254		32227	SH	DEFINED			X	
DISNEY WALT CO	COM	254687106	727		26138	SH	DEFINED			X	
DU PONT E I DE NEMOUR	COM	263534109	963		19633	SH	DEFINED			X	
E M C CORP MASS	COM	268648102	362		24325	SH	DEFINED			X	
EMERSON ELECTRIC CO	COM	291011104	315		4500	SH	DEFINED		X		

EXXON MOBIL CORPORATION	COM	30231G102	5224	101916	SH	SH	DEFINED			X
FIRST AMERICAN CORP	COM	318522307	257	7300	SH	SH	DEFINED		X	
FIRST DATA CORPORATION	COM	319963104	324	7613	SH	SH	DEFINED			X
FIRSTENERGY CORP	COM	337932107	523	13235	SH	SH	DEFINED		X	
FOREST LABORATORIES INC	COM	345838106	188	4200	SH	SH	DEFINED			X
GENENTECH INC	COM NEW	368710406	367	6750	SH	SH	DEFINED			X
GENERAL ELECTRIC CO	COM	369604103	4046	110857	SH	SH	DEFINED		X	
GILLETTE CO	COM	375766102	832	18578	SH	SH	DEFINED		X	
GOLDMAN SACHS GROUP INC	COM	38141G104	239	2300	SH	SH	DEFINED			X
GUIDANT CORP	COM	401698105	314	4350	SH	SH	DEFINED		X	
HARLEY DAVIDSON INC	COM	412822108	425	7000	SH	SH	DEFINED		X	
HARTFORD FINL SVCS GRP	COM	416515104	567	8181	SH	SH	DEFINED			X
HEWLETT-PACKARD COMPANY	COM	428236103	463	22092	SH	SH	DEFINED			X
HLTH MGMT ASSOC	CL A	421933102	404	17775	SH	SH	DEFINED			X
HOME DEPOT INC	COM	437076102	1082	25316	SH	SH	DEFINED			X
I T T INDUSTRIES INC	COM	450911102	770	9115	SH	SH	DEFINED		X	
ILLINOIS TOOL WORKS INC	COM	452308109	1376	14850	SH	SH	DEFINED			X
INTEL CORP	COM	458140100	4259	182090	SH	SH	DEFINED		X	
INTL BUSINESS MACHINES	COM	459200101	1375	13952	SH	SH	DEFINED			X
ISHARES MSCI EMRG MKT	UT	464287234	757	3751	SH	SH	DEFINED		X	
ISHARES MSCI JPN IDX	UT	464286848	432	39565	SH	SH	DEFINED		X	
ISHARES TR MSCI EAFE	UT	464287465	1002	6251	SH	SH	DEFINED		X	
JACOBS ENGINEERING	COM	469814107	308	6450	SH	SH	DEFINED		X	
JOHNSON & JOHNSON	COM	478160104	2033	32050	SH	SH	DEFINED		X	
JPMORGAN CHASE & CO	COM	466258100	694	17797	SH	SH	DEFINED		X	
KRAFT FOODS INC	CL A	50075N104	482	13525	SH	SH	DEFINED			X
L-3 COMMUNICATIONS	COM	502424104	484	6602	SH	SH	DEFINED		X	
LEHMAN BROS HOLDING INC	COM	524908100	549	6275	SH	SH	DEFINED			X
LILLY ELI & COMPANY	COM	532457108	1044	18400	SH	SH	DEFINED		X	
LOCKHEED MARTIN CORP	COM	539830109	577	10390	SH	SH	DEFINED		X	
LOWES COMPANIES INC	COM	548661107	1180	20497	SH	SH	DEFINED		X	
MCGRAW-HILL COS	COM	580645109	417	4550	SH	SH	DEFINED			X
MEDTRONIC INC	COM	585055106	1599	32200	SH	SH	DEFINED			X
MELLON FINANCIAL CORP	COM	58551A108	396	12725	SH	SH	DEFINED			X
MERCK & CO INC	COM	589331107	378	11758	SH	SH	DEFINED			X
MICROSOFT CORP	COM	594918104	2159	80790	SH	SH	DEFINED			X
MID CAP SPDR TRUST	UT	595635103	726	6001	SH	SH	DEFINED		X	
MORGAN STANLEY	COM NEW	617446448	893	16090	SH	SH	DEFINED	DEFINED		
NATIONAL CITY CORP	COM	635405103	203	5400	SH	SH	DEFINED		X	
NATIONAL INSTRUMENTS	COM	636518102	225	8262	SH	SH	DEFINED		X	
NEWELL RUBBERMAID INC	COM	651229106	310	12825	SH	SH	DEFINED			X
NEWS CORP LTD	CL A	65248E104	786	42125	SH	SH	DEFINED			X
NEXTEL COMMUNICATIONS	CL A	65332V103	401	13350	SH	SH	DEFINED			X
NORTH FORK BANCORP INC	COM	659424105	314	10874	SH	SH	DEFINED			X
PACIFIC CAP BANCORP NEW	COM	69404P101	659	19389	SH	SH	DEFINED			X
PEPSICO INCORPORATED	COM	713448108	1323	25350	SH	SH	DEFINED		X	
PFIZER INCORPORATED	COM	717081103	1674	62261	SH	SH	DEFINED		X	
PLATINUM UNDERWRITERS	COM	G7127P100	390	12550	SH	SH	DEFINED			X
PROCTER & GAMBLE	COM	742718109	513	9307	SH	SH	DEFINED		X	
ROYAL DTCH 1.25 GUILDER	NY REG	780257804	923	16091	SH	SH	DEFINED	DEFINED		X
S B C COMMUNICATIONS	COM	78387G103	391	15185	SH	SH	DEFINED			X
SCHLUMBERGER LTD	COM	806857108	330	4925	SH	SH	DEFINED		X	
SEMPRA ENERGY	COM	816851109	781	21300	SH	SH	DEFINED			X
SMUCKER JM CO	COM NEW	832696405	899	19100	SH	SH	DEFINED	DEFINED		X
SOLECTRON CORP DEL	COM	834182107	107	20000	SH	SH	DEFINED		X	
SPDR TRUST UNIT SR 1	UT	78462F103	208	1721	SH	SH	DEFINED		X	
ST JOE COMPANY	COM	790148100	616	9600	SH	SH	DEFINED			X
STARBUCKS CORP	COM	855244109	892	14300	SH	SH	DEFINED			X
STATE STREET CORP	COM	857477103	246	5000	SH	SH	DEFINED		X	
STERICYCLE INC	COM	858912108	655	14250	SH	SH	DEFINED			X
SUN MICROSYSTEMS INC	COM	866810104	543	100700	SH	SH	DEFINED		X	
SYMANTEC CORP	COM	871503108	238	9250	SH	SH	DEFINED			X
SYSCO CORPORATION	COM	871829107	959	25137	SH	SH	DEFINED		X	
TARGET CORPORATION	COM	87612E106	805	15500	SH	SH	DEFINED		X	
TEVA PHARM INDS LTD	ADR	881624209	676	22625	SH	SH	DEFINED		X	
TEXAS INSTRUMENTS INC	COM	882508104	255	10350	SH	SH	DEFINED			X
THE CHARLES SCHWAB CORP	COM	808513105	1500	125430	SH	SH	DEFINED	DEFINED		X
3M COMPANY	COM	88579Y101	622	7575	SH	SH	DEFINED		X	
TIME WARNER INC	COM	887317105	867	44600	SH	SH	DEFINED			X
TRANSOCEAN INC	ORD	G90078109	180	4250	SH	SH	DEFINED		X	
TYCO INTL LTD NEW	COM	902124106	299	8375	SH	SH	DEFINED		X	
U S BANCORP DEL NEW	COM NEW	902973304	284	9081	SH	SH	DEFINED	DEFINED		X
UNITED TECHNOLOGIES	COM	913017109	552	5340	SH	SH	DEFINED		X	
VERIZON COMMUNICATIONS	COM	92343V104	791	19529	SH	SH	DEFINED			X
VODAFONE GROUP PLC	ADR	92857W100	585	21384	SH	SH	DEFINED		X	
WACHOVIA CORP NEW	COM	929903102	389	7400	SH	SH	DEFINED		X	
WAL-MART STORES INC	COM	931142103	1336	25300	SH	SH	DEFINED			X
WELLPOINT INC	COM	94973V107	1423	12375	SH	SH	DEFINED			X
WELLS FARGO & CO NEW	COM	949746101	3355	53975	SH	SH	DEFINED			X
WHOLE FOODS MARKET INC	COM	966837106	462	4850	SH	SH	DEFINED			X
WYETH	COM	983024100	471	11065	SH	SH	DEFINED			X
ZIMMER HOLDINGS INC	COM	98956P102	1038	12960	SH	SH	DEFINED			X

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