
FORM 6-K

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

**REPORT OF FOREIGN ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

February 2020

Commission File Number: 1-32575

Royal Dutch Shell plc
(Exact name of registrant as specified in its charter)

**30, Carel van Bylandtlaan, 2596 HR The Hague
The Netherlands**
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F [] Form 40-F []

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): []

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): []

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes [] No []

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- _____

Director/PDMR Shareholding

NOTIFICATION AND PUBLIC DISCLOSURE IN ACCORDANCE WITH THE REQUIREMENTS OF THE EU MARKET ABUSE REGULATION OF TRANSACTIONS BY PERSONS DISCHARGING MANAGERIAL RESPONSIBILITIES

February 4, 2020

Royal Dutch Shell plc announces that each of the following Persons Discharging Managerial Responsibilities (“PDMRs”) have been made a conditional award of performance shares of Royal Dutch Shell plc under the Long Term Incentive Plan (“LTIP”), subject to performance conditions determined by the Remuneration Committee and Remuneration Committee discretion, as set out below.

LONG TERM INCENTIVE PLAN			
PDMR	DATE OF AWARD	SHARE TYPE	NUMBER OF SHARES AWARDED
Ben van Beurden	January 31, 2020	RDSA	200,589
Jessica Uhl	January 31, 2020	RDS.A	59,062
Harry Brekelmans	January 31, 2020	RDSA	55,000
Ronan Cassidy	January 31, 2020	RDSB	47,000
Donny Ching	January 31, 2020	RDSA	41,000
Wael Sawan	January 31, 2020	RDSA	70,000
Huibert Vigeveno	January 31, 2020	RDSA	55,000
Maarten Wetselaar	January 31, 2020	RDSA	55,000

The Notification of Dealing Form for each PDMR can be found below.

This notification is made in accordance with Article 19 of the EU Market Abuse Regulation.

Anthony Clarke
Deputy Company Secretary

ENQUIRIES

Shell Media Relations
International, UK, European Press: +44 20 7934 5550
Shell Investor Relations
Europe: + 31 70 377 4540
United States: +1 832 337 2034

LEI number of Royal Dutch Shell plc: 21380068P1DRHJM8KU70
Classification: Additional regulated information required to be disclosed under the laws of a Member State.

1. Details of the person discharging managerial responsibilities/person closely associated	
First Name(s)	Ben
Last Name(s)	van Beurden
2. Reason for the notification	
Position/status	Chief Executive Officer
Initial notification/ amendment	Initial notification
3. Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
Full name of the entity	Royal Dutch Shell plc
Legal Entity Identifier code	21380068P1DRHJM8KU70
4. Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; (iv) each place where transactions have been conducted	
Description of the financial instrument	A ordinary shares of €0.07 each
Identification Code	GB00B03MLX29
Nature of the transaction	Conditional award of performance shares of Royal Dutch Shell plc under the Long Term Incentive Plan (LTIP)
Currency	EUR
Price	23.75
Volume	200,589
Total	4,763,988.75
Aggregated information Volume	

Price	200,589
Total	23.75 4,763,988.75
Date of transaction	January 31, 2020
Place of transaction	Outside a trading venue

1. Details of the person discharging managerial responsibilities/person closely associated	
First Name(s)	Jessica
Last Name(s)	Uhl
2. Reason for the notification	
Position/status	Chief Financial Officer
Initial notification/ amendment	Initial notification
3. Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
Full name of the entity	Royal Dutch Shell plc
Legal Entity Identifier code	21380068P1DRHJMJ8KU70
4. Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; (iv) each place where transactions have been conducted	
Description of the financial instrument	A American Depository Shares (RDS.A)
Identification Code	US7802592060
Nature of the transaction	Conditional award of performance shares of Royal Dutch Shell plc under the Long Term Incentive Plan (LTIP)
Currency	USD
Price	52.15
Volume	59,062
Total	3,080,083.30
Aggregated information	
Volume	59,062
Price	52.15
Total	3,080,083.30
Date of transaction	January 31, 2020
Place of transaction	Outside a trading venue

1. Details of the person discharging managerial responsibilities/person closely associated	
First Name(s)	Harry
Last Name(s)	Brekelmans
2. Reason for the notification	
Position/status	Projects & Technology Director
Initial notification/ amendment	Initial notification
3. Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
Full name of the entity	Royal Dutch Shell plc
Legal Entity Identifier code	21380068P1DRHJMJ8KU70
4. Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; (iv) each place where transactions have been conducted	
Description of the financial instrument	A ordinary shares of €0.07 each
Identification Code	GB00B03MLX29
Nature of the transaction	Conditional award of performance shares of Royal Dutch Shell plc under the Long Term Incentive Plan (LTIP)
Currency	EUR
Price	23.75
Volume	55,000
Total	1,306,250.00
Aggregated information	

Volume	55,000
Price	23.75
Total	1,306,250.00
Date of transaction	January 31, 2020
Place of transaction	Outside a trading venue

1. Details of the person discharging managerial responsibilities/person closely associated	
First Name(s)	Ronan
Last Name(s)	Cassidy
2. Reason for the notification	
Position/status	Chief Human Resources & Corporate Officer
Initial notification/ amendment	Initial notification
3. Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
Full name of the entity	Royal Dutch Shell plc
Legal Entity Identifier code	21380068P1DRHJM8KU70
4. Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; (iv) each place where transactions have been conducted	
Description of the financial instrument	B ordinary shares of €0.07 each
Identification Code	GB00B03MM408
Nature of the transaction	Conditional award of performance shares of Royal Dutch Shell plc under the Long Term Incentive Plan (LTIP)
Currency	GBP
Price	20.00
Volume	47,000
Total	940,000.00
Aggregated information	
Volume	47,000
Price	20.00
Total	940,000.00
Date of transaction	January 31, 2020
Place of transaction	Outside a trading venue

1. Details of the person discharging managerial responsibilities/person closely associated	
First Name(s)	Donny
Last Name(s)	Ching
2. Reason for the notification	
Position/status	Legal Director
Initial notification/ amendment	Initial notification
3. Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
Full name of the entity	Royal Dutch Shell plc
Legal Entity Identifier code	21380068P1DRHJM8KU70
4. Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; (iv) each place where transactions have been conducted	
Description of the financial instrument	A ordinary shares of €0.07 each
Identification Code	GB00B03MLX29
Nature of the transaction	Conditional award of performance shares of Royal Dutch Shell plc under the Long Term Incentive Plan (LTIP)
Currency	EUR
Price	23.75
Volume	41,000
Total	973,750.00
Aggregated information	

Volume	41,000
Price	23.75
Total	973,750.00
Date of transaction	January 31, 2020
Place of transaction	Outside a trading venue

1. Details of the person discharging managerial responsibilities/person closely associated	
First Name(s)	Wael
Last Name(s)	Sawan
2. Reason for the notification	
Position/status	Upstream Director
Initial notification/ amendment	Initial notification
3. Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
Full name of the entity	Royal Dutch Shell plc
Legal Entity Identifier code	21380068P1DRHJM8KU70
4. Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; (iv) each place where transactions have been conducted	
Description of the financial instrument	A ordinary shares of €0.07 each
Identification Code	GB00B03MLX29
Nature of the transaction	Conditional award of performance shares of Royal Dutch Shell plc under the Long Term Incentive Plan (LTIP)
Currency	EUR
Price	23.75
Volume	70,000
Total	1,662,500.00
Aggregated information	
Volume	70,000
Price	23.75
Total	1,662,500.00
Date of transaction	January 31, 2020
Place of transaction	Outside a trading venue

1. Details of the person discharging managerial responsibilities/person closely associated	
First Name(s)	Huibert
Last Name(s)	Vigeveno
2. Reason for the notification	
Position/status	Downstream Director
Initial notification/ amendment	Initial notification
3. Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
Full name of the entity	Royal Dutch Shell plc
Legal Entity Identifier code	21380068P1DRHJM8KU70
4. Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; (iv) each place where transactions have been conducted	
Description of the financial instrument	A ordinary shares of €0.07 each
Identification Code	GB00B03MLX29
Nature of the transaction	Conditional award of performance shares of Royal Dutch Shell plc under the Long Term Incentive Plan (LTIP)
Currency	EUR
Price	23.75
Volume	55,000
Total	1,306,250.00
Aggregated information	

Volume	55,000
Price	23.75
Total	1,306,250.00
Date of transaction	January 31, 2020
Place of transaction	Outside a trading venue

1. Details of the person discharging managerial responsibilities/person closely associated	
First Name(s)	Maarten
Last Name(s)	Wetselaar
2. Reason for the notification	
Position/status	Integrated Gas and New Energies Director
Initial notification/ amendment	Initial notification
3. Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
Full name of the entity	Royal Dutch Shell plc
Legal Entity Identifier code	21380068P1DRHMJ8KU70
4. Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; (iv) each place where transactions have been conducted	
Description of the financial instrument	A ordinary shares of €0.07 each
Identification Code	GB00B03MLX29
Nature of the transaction	Conditional award of performance shares of Royal Dutch Shell plc under the Long Term Incentive Plan (LTIP)
Currency	EUR
Price	23.75
Volume	55,000
Total	1,306,250.00
Aggregated information	
Volume	55,000
Price	23.75
Total	1,306,250.00
Date of transaction	January 31, 2020
Place of transaction	Outside a trading venue

This Report on Form 6-K is incorporated by reference into:

a) the Registration Statement on Form F-3 of Royal Dutch Shell plc and Shell International Finance B.V. (Registration Numbers 333-222005 and 333-222005-01); and

b) the Registration Statements on Forms S-8 of Royal Dutch Shell plc (Registration Numbers 333-126715, 333-141397, 333-171206, 333-192821, 333-200953, 333-215273, 333-222813 and 333-228137).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Royal Dutch Shell plc
(Registrant)

Date: February 4, 2020

/s/ Anthony Clarke
Anthony Clarke
Deputy Company Secretary