
UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13E-3

(AMENDMENT NO. 2)

RULE 13e-3 TRANSACTION STATEMENT UNDER SECTION 13(e)
OF THE SECURITIES EXCHANGE ACT OF 1934

N.V. Koninklijke Nederlandsche Petroleum Maatschappij

(Name of the Issuer)

Royal Dutch Petroleum Company

(Translation of Issuer's name into English)

Royal Dutch Shell plc

Shell Petroleum N.V.

Royal Dutch Petroleum Company

(Name of Person(s) Filing Statement)

Ordinary Shares of the nominal (par) value of 0.56 Euro (€0.56) each

(Title of Class of Securities)

780257804

(CUSIP Number of Class of Securities)

Michiel Brandjes

Company Secretary

Royal Dutch Shell plc

30, Carel van Bylandtaan

2596 HR The Hague

The Netherlands

+31 70 377 9111

*(Name, Address, and Telephone Numbers of Person Authorized to Receive
Notices and Communications on Behalf of Person Filing Statement)*

Copy to:

William P. Rogers, Jr., Esq.

Cravath, Swaine & Moore LLP

CityPoint, One Ropemaker Street

London EC2Y 9HR

United Kingdom

+44 207 453 1000

This statement is filed in connection with (check the appropriate box):

- a. The filing of solicitation materials or an information statement subject to Regulation 14A (§§240.14a-1 through 240.14b-2), Regulation 14C (§§240.14c-1 through 240.14c-101) or Rule 13e-3(c) (§240.13e-3(c)) under the Securities Exchange Act of 1934 (the "Act").
- b. The filing of a registration statement under the Securities Act of 1933.
- c. A tender offer.
- d. None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies:

Check the following box if the filing is a final amendment reporting the results of the transaction:

Calculation of Filing Fee	
Transaction Valuation	Amount of Filing Fee
\$1,950,173,939.98*	\$229,535.47**

* Calculated, solely for the purposes of determining the filing fee, in accordance with Rule 0-11(b)(1) under the Securities Exchange Act of 1934, as amended. Determined by multiplying 31,140,057, the number of shares of Royal Dutch Petroleum Company held by shareholders other than Royal Dutch Shell plc, by €52.21, the price to be paid for the shares held by such shareholders, using an exchange rate of 1.1995\$/€, the noon buying rate in New York City for cable transfers in foreign currencies as certified for customs purposes by the Federal Reserve Bank of New York as of October 31, 2005.

** The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Advisory #6 for Fiscal Year 2005, is equal to 0.01177% of the value of the transaction.

Check the box if any part of the fee is offset as provided by §240.0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount previously paid: \$229,535.47

Form or registration no.: Schedule 13E-3 (file no. 005-80496)

Filing Party: Royal Dutch Shell plc

Date Filed: November 3, 2005

This Amendment No. 2 to the Rule 13e-3 Transaction Statement on Schedule 13E-3 supplements the Schedule 13E-3 filed with the Securities and Exchange Commission (the “SEC”) by Royal Dutch Shell plc, a public company limited by shares incorporated in England and Wales (“Royal Dutch Shell”), Shell Petroleum N.V., a company organized under the laws of The Netherlands (“Shell Petroleum”) and Royal Dutch Petroleum Company, a company organized under the laws of The Netherlands (“Royal Dutch”) with respect to the ordinary shares of the nominal (par) value of 0.56 Euro (€0.56) each (the “Shares”) of Royal Dutch on November 3, 2005 (as it may be amended or supplemented from time to time, the “Schedule 13E-3”). Capitalized terms used herein but not defined in this Amendment No.2 shall have the meanings given to them in the Disclosure Document attached as Exhibit (a)(3)(A) to the Schedule 13E-3 (including all schedules and annexes thereto, the “Disclosure Document”).

Pursuant to General Instruction F to Schedule 13E-3, the information contained in the Disclosure Document, including all schedules and annexes thereto, is hereby expressly incorporated herein by reference in response to items 1 through 15 of the Schedule 13E-3 and is supplemented by the information specifically provided for herein.

Item 16. Exhibits (Regulation M-A Item 1016).

Item 16 of the Schedule 13E-3 is hereby supplemented by adding Exhibits (a)(5)(E), (a)(5)(F), (c)(I) and (c)(J) as attached to this Amendment No. 2.

(a)(5)(E) Notice of Extraordinary General Meeting of Shareholders of Royal Dutch Petroleum Company (incorporated by reference to the Form 6-K furnished by Royal Dutch on November 18, 2005).

(a)(5)(F) Advertisement in connection with the Extraordinary General Meeting.

(c)(I) Description of Contribution in Kind pursuant to Section 2:94b subsection 1 of the Dutch Civil Code.

(c)(J) Report of Deloitte Accountants B.V. pursuant to Section 2:94b subsection 2 of the Dutch Civil Code.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: November 18, 2005

ROYAL DUTCH SHELL PLC

By: /s/ Michiel Brandjes

Name: Michiel Brandjes

Title: Company Secretary

SHELL PETROLEUM N.V.

By: /s/ Michiel Brandjes

Name: Michiel Brandjes

Title: Attorney-in-Fact

ROYAL DUTCH PETROLEUM COMPANY

By: /s/ Michiel Brandjes

Name: Michiel Brandjes

Title: Attorney-in-Fact

Extract of the MINUTES of the meeting of the board of management of SHELL PETROLEUM N.V.

(**“Board of Management”** or **“Board”**) held on Wednesday 26 October, 2005, at the office of the company, Carel van Bylandtaan 30, The Hague.

[...]

The majority of the Board of Management were present or represented, and were empowered to take decisions by virtue of Articles 13, 14 and 16 of the Articles of Association. The Board appointed M.C.M. Brandjes as secretary of the meeting.

Resolutions

The appointment of Mr M.C.M. Brandjes as person authorised to make any and all filings, deposits and other administrative actions in relation or pursuant to the Implementation Agreement and any and all other related documents required to effect the Unwind, is hereby approved.

[...]

Any other business

There being no other business, the Chairman closed the meeting.

**Certified as true extract of minutes
of the above meeting**

/s/ **M.C.M. Brandjes**

M.C.M. Brandjes
Secretary of meeting

Extract of the MINUTES of the meeting of the board of management of N.V. KONINKLIJKE NEDERLANDSCHE PETROLEUM MAATSCHAPPIJ (Royal Dutch Petroleum Company) (“**Board of Management**” or “**Board**”) held on Wednesday 26 October, 2005, at the office of the company, Carel van Bylandtlaan 30, The Hague.

[...]

The majority of the Board of Management were present or represented, and were empowered to take decisions by virtue of Articles 13, 14 and 16 of the Articles of Association. The Board appointed M.C.M. Brandjes as secretary of the meeting.

[...]

Resolutions

[...]

The appointment of Mr M.C.M. Brandjes as person authorised to make any and all filings, deposits and other administrative actions in relation or pursuant to the Implementation Agreement and any and all other related documents required to effect the Unwind, is hereby approved.

[...]

Any other business

There being no other business, the Chairman closed the meeting.

**Certified as true extract of minutes
of the above meeting**

/s/ **M.C.M. Brandjes**

M.C.M. Brandjes
Secretary of meeting

Exhibit Index

(a)(5)(E) Notice of Extraordinary General Meeting of Shareholders of Royal Dutch Petroleum Company (incorporated by reference to the Form 6-K furnished by Royal Dutch on November 18, 2005).

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(c)(J) Report of Deloitte Accountants B.V. pursuant to Section 2:94b subsection 2 of the Dutch Civil Code.



N.V. Koninklijke Nederlandsche Petroleum Maatschappij
(Royal Dutch Petroleum Company)

THE SHAREHOLDERS ARE INVITED TO ATTEND THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON FRIDAY,
DECEMBER 16, 2005, AT 2 P.M.
AT THE OFFICES OF THE COMPANY, CAREL VAN BYLANDTLAAN 16, THE HAGUE, THE NETHERLANDS.

A G E N D A

1. Approval of transactions referred to in the Merger Proposal of the Company and Shell Petroleum N.V.
2. First amendment of the articles of association of the Company.
3. Issue of shares by the Company.
4. Second amendment of the articles of association of the Company.
5. Merger of the Company with Shell Petroleum N.V. and amendment of the articles of association of Shell Petroleum N.V.
6. Appointment of authorised representatives of the Company.
7. Award of engagement to the auditor to examine the Annual Accounts of the Company for the financial year 2005.

Copies of the Merger Proposal, the Explanation thereto as well as the accompanying documents, including the Disclosure Document (dated October 31, 2005), the Implementation Agreement and the full text of the proposals for amendment of the articles of association of the Company and of Shell Petroleum N.V., are available for inspection at and may be obtained free of charge from the Company (Carel van Bylandtlaan 30, PO Box 162, 2501 AN The Hague, tel: +31-70-3774540 or by e-mail: ir-hague@shell.com) and the offices of ABN AMRO Bank N.V. (for inspection: Foppingadreef 22, 1102 BS Amsterdam; for obtaining free of charge: tel: +31-76-5799455) and Fortis Bank (Nederland) N.V. (Rokin 55, 1012 KK Amsterdam). The aforesaid information is also accessible at www.shell.com.

If you wish to attend the meeting you must:

1. be recorded as a shareholder (see I);
2. be registered to attend (see II); and
3. submit an admittance card at the meeting (see II, final sentence).

If you wish to participate in the decision-making process through voting instructions without attending the meeting in person you must:

1. be recorded as a shareholder (see I); and
2. complete and return the voting instruction form you have received (see III).

If you wish to have yourself represented at the meeting by a proxy appointed by you, you must:

1. be recorded as a shareholder (see I);
2. be registered to attend (see II);
3. deposit a written power of attorney (see IV); and
4. provide the proxy with the admittance card for the meeting (see II, final sentence).

I. RECORD DATE

In accordance with Article 26, paragraph 2 of the articles of association, the Board of Management has determined that those persons who are recorded in one of the registers referred to below on **December 9, 2005** (the "Record Date"), after all entries and cancellations have been processed, will have the right to attend and vote at the Extraordinary General Meeting of Shareholders on December 16, 2005:

Holders of share certificates to bearer: the records of the institutions affiliated with the Netherlands Central Securities Depository ("Necigef") which show to whom the shares belong under the Dutch Wet giraal effectenverkeer (Securities Giro Transfer Act).

Holders of registered shares of Hague registry: the register of shareholders kept by N.V. Algemeen Nederlands Trustkantoor ANT.

Holders of registered shares of New York registry: the register of shareholders kept by The Bank of New York.

II. REGISTRATION AND ADMISSION

A. **Holders of share certificates to bearer** may attend the meeting if they have registered to do so. To that end they should instruct, either via their banks or securities institutions or otherwise, the institution affiliated with Necigef in whose records they are recorded as holders of the shares to register them in writing at one of the following institutions **not later than December 9, 2005**. Upon doing so the aforesaid affiliated institution should submit a declaration stating that the shares concerned will remain recorded in its records in the name of the shareholder up to and including the Record Date.

In the Netherlands: ABN AMRO Bank N.V., Breda; Fortis Bank (Nederland) N.V., Amsterdam.

B. **Holders of registered shares of Hague registry** may attend the meeting if they register to do so with N.V. Algemeen Nederlands Trustkantoor ANT (PO Box 11063, 1001 GB Amsterdam, The Netherlands, tel. +31-20-5222510) in writing **not later than December 9, 2005**, and the shares will remain recorded in the records in the name of the holder up to and including the Record Date.

Holders of registered shares of New York registry who are of record may attend the meeting if they register to do so with The Bank of New York (c/o: PO Box 11249, New York, NY 10203-0249, USA, tel. +1-212-815-3895) in writing **not later than December 9, 2005**, and the shares will remain

recorded in the records in the name of the holder up to and including the Record Date.

Shareholders who have registered in accordance with the provisions under A or B will receive an admittance card for the meeting.

III. VOTING INSTRUCTIONS

Holders of registered shares of **Hague** or **New York** registry will receive a voting instruction form which can be used if they **do not** intend to attend the meeting in person but do wish to exercise their voting rights. They may use the form to indicate for each item on the agenda how their votes should be cast.

The voting instruction form must be received at the return address stated on the form **not later than 6 p.m. on December 9, 2005.**

IV. POWERS OF ATTORNEY

Shareholders who do not make use of the voting instruction form and wish to have themselves represented at the meeting by a **proxy** appointed by them must register in accordance with what is stated under II and also deposit a **written power of attorney** that must be received at the Company (FSK Division, PO Box 162, 2501 AN The Hague, The Netherlands) **not later than December 13, 2005.** For this purpose, forms may be used which are obtainable free of charge at the institutions stated under II. To be admitted to the meeting, the proxy must submit the admittance card received by the shareholder.

V. USUFRUCTUARIES AND PLEDGEEES

What is stated above under I, II and IV is correspondingly applicable to usufructuaries and pledgees of bearer shares or registered shares, provided they have voting rights.

The Hague, November 18, 2005
The Board of Management

E X T R A O R D I N A R Y G E N E R A L M E E T I N G O F S H A R E H O L D E R S

N.V. Koninklijke Nederlandsche Petroleum Maatschappij



DESCRIPTION CONTRIBUTION IN KIND
PURSUANT TO SECTION 2:94b SUBSECTION 1 CIVIL CODE
N.V. KONINKLIJKE NEDERLANDSCHE PETROLEUM MAATSCHAPPIJ

The undersigned:

N.V. Koninklijke Nederlandsche Petroleum Maatschappij (*Royal Dutch Petroleum Company*), a limited liability company, whose corporate seat is in The Hague and whose place of business is at: 2596 HR The Hague, Carel van Bylandtlaan 30 (the "**Company**"),

Whereas:

- the Company will issue 1,379,680,000 shares in its share capital of EUR 0.56 each to the company incorporated in England and Wales: Royal Dutch Shell plc, with head office in The Hague and registered office in Shell Centre, London SE1 7NA ("**RDS**"). Such shares will be issued to RDS under the obligation to fully pay up all such shares. The Company and RDS have agreed that (i) payment will be made other than in cash with due observance of the provisions of sections 2:80b and 2:94b Civil Code, and (ii) the payment obligation ("*stortingsplicht*") for Royal Dutch Shell plc arising in Euro will be satisfied by an amount of USD 28,941,065,772. Such non-cash contribution will comprise the shares defined below as the Contribution. Any excess payment over the par value of the shares to be issued shall be attributed to the share premium reserve of the Company;
 - RDS has committed itself to make a contribution in kind in respect of the shares for which it subscribes in the share capital of the Company;
 - the Company must make a description as referred to in section 2:94b subsection 1 Civil Code of the contribution in kind;
-

Declares as follows:

The contribution consists of the following shares, such shares collectively referred to as the "**Contribution**":

9,603,350,000 shares, each having a par value of 25 pence, in the share capital of the company incorporated in England and Wales: The Shell Transport and Trading Company Limited, with registered office in Shell Centre, London SE1 7NA, in respect of which shares RDS holds full and unencumbered title. For the sake of completeness it is mentioned that this contribution does not include the 1 dividend access share held on trust pursuant to the Trust Deed for the Royal Dutch Shell Dividend Access Trust dated 19 May 2005.

The Contribution is valued as per 30 September 2005 at USD 32,809,000,000 according to the method of using the net asset value, in accordance with Dutch GAAP as the Company's accounting policy. Any excess of the value of the Contribution over the amount of the payment obligation will be treated as non-stipulated share premium.

The Company is not aware of any substantial decrease of the value of the Contribution since the above-mentioned date.

in evidence whereof:

this description was signed in the manner set out below.

/s/ J. van der Veer

Name: J. van der Veer
Title: Executive Director
As of: 31 October 2005

/s/ A.A. Loudon

Name: A.A. Loudon
Title: Non-Executive Director
As of: 31 October 2005

/s/ L.R. Ricciardi

Name: L.R. Ricciardi
Title: Non-Executive Director
As of: 31 October 2005

/s/ L.Z. Cook

Name: L.Z. Cook
Title: Executive Director
As of: 31 October 2005

/s/ A.G. Jacobs

Name: A.G. Jacobs
Title: Non-Executive Director
As of: 31 October 2005

/s/ Ch.J.M. Morin-Postel

Name: Ch.J.M. Morin-Postel
Title: Non-Executive Director
As of: 31 October 2005

Deloitte.

Deloitte Accountants B.V.

Orlyplein 10
1043 DP Amsterdam
P.O. Box 58110
1040 HC Amsterdam
Netherlands

Tel: +31 (20) 582 5000
Fax: +31 (20) 582 4024
www.deloitte.nl

N.V. Koninklijke Nederlandsche Petroleum Maatschappij
Carel van Bylandtlaan 30
2596 HR The Hague

Date	From	Reference
October 31, 2005	A.J. Coster	3100033319/OP9995/jw

Auditors' report pursuant to section 2:94b, subsection 2 of the Netherlands Civil Code
Introduction

We have read the contents of the description dated 31 October 2005 by N.V. Koninklijke Nederlandsche Petroleum Maatschappij (the "Company") The Hague, in connection with the intended non-cash contribution as payment on the shares to be issued by the Company, for the purpose of issuing an auditor's report as referred to in section 2:94b, subsection 2 of the Netherlands Civil Code. The description relates to 9,603,350,000 shares, each having a par value of GBP 0.25 pence, in the share capital of Shell Transport and Trading Company Limited. The contents of the description as well as the actual and legal contribution are the responsibility of the company's management.

Scope

We conducted our audit in accordance with auditing standards generally accepted in the Netherlands regarding non-cash contributions. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the value of the intended non-cash contribution as at 30 September 2005, applying valuation methods generally accepted in the Netherlands, which are mentioned in the description, at least equals the amount of the payment obligation. We believe that our audit provides a reasonable basis for our opinion.

Opinion

In our opinion, as at 30 September 2005, the value of the intended contribution agreed upon, applying valuation methods generally accepted in the Netherlands, which are mentioned in the description, at least equals the payment obligation arising in euro and to be satisfied by an amount of USD 28,941,065,772. Stipulated share premium has been included in the latter amount.

Deloitte Accountants B.V.

Deloitte Accountants B.V. is registered with the Trade Register of the Chamber of Commerce and industry in Rotterdam number 24362853.

Member of **Deloitte Touche Tohmatsu**