

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13E-3/A

(AMENDMENT NO. 3)

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

Shell Canada Limited

(Name of the Issuer)

**Royal Dutch Shell plc
Shell Investments Limited
Shell Canada Limited**

(Name of Person(s) Filing Statement)

Common Shares

(Title of Class of Securities)

822567103

(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):

- 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").
- The filing of a registration statement under the Securities Act of 1933.
- A tender offer.
- 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

\$1,438,719,986*

Amount of Filing Fee

\$287,744**

* For purposes of determining the filing fee pursuant to Rule 0-11(b)(1) under the Securities Exchange Act of 1934, as amended, the transaction value of the Shell Canada common shares to be received by Royal Dutch Shell plc, assuming acceptance of the Offer by all holders of Shell Canada Limited common shares and options in the United States, is calculated as follows: multiplying (x) 38,016,118, the number of shares of Shell Canada Limited held by shareholders in the U.S. or subject to options held by persons in the U.S., by (y) CAD \$45.00, the price to be paid for the shares held by such shareholders, and (z) applying an exchange rate of \$0.8410 USD\$/CAD\$, the Federal Reserve Bank of New York's noon buying rate for Canadian dollars on February 6, 2007.

** The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, is equal to 0.02% 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: \$287,744

Form or registration no.: Schedule 13E-3, File No. 005-50218

Filing Party: Royal Dutch Shell plc

Date Filed: February 8, 2007

This Amendment No. 3 to the Rule 13e-3 Transaction Statement on Schedule 13E-3 (“Amendment No. 2”) amends and 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”) and Shell Investments Limited, a company organized under the laws of Canada (“Shell Investments”) with respect to the common shares (the “Common Shares”) of Shell Canada Limited, a company organized under the laws of Canada (“Shell Canada”) on February 8, 2007 as amended by Amendment No. 1 on March 5, 2007 and Amendment No. 2 on March 19, 2007 (as it may be further amended or supplemented from time to time, the “Schedule 13E-3”).

The purpose of this Amendment No. 3 is to advise that (i) as of the extended expiry time of the Offer on March 30, 2007, an additional 75,711,093 Common Shares were validly deposited to the Offer (ii) on April 2, 2007, Shell Investments and Royal Dutch Shell provided notice to the depositary to take up and pay for the Common Shares deposited to the Offer as of 8:00 P.M. (Toronto time) on March 30, 2007 and arranged for the depositary to pay for such Common Shares on or before Wednesday, April 4, 2007 and (iii) the Offer has expired as of 8:01 P.M. (Toronto time) on March 30, 2007 and Shell Investments will exercise its right under the compulsory acquisition provisions of section 206 of the Canada Business Corporations Act to acquire the outstanding Common Shares not already owned by Shell Investments and its affiliates by mailing a formal notice to all remaining Shell Canada shareholders. Additionally, this Amendment No. 3 includes as Exhibit (a)(5)(B) the press release issued by Royal Dutch Shell in connection with the above.

Capitalized terms used herein but not defined in this Schedule 13E-3 shall have the meanings given to them in the Offer and Circular and the Directors’ Circular attached as Exhibits (a)(3)(A) and (B) to the Schedule 13E-3.

Pursuant to General Instruction F to Schedule 13E-3, the information contained in the Notice of Extension 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 the following exhibits as attached to this Amendment No. 3:

<u>Exhibit No.</u>	<u>Description</u>
(a)(5)(B)	Press release of Royal Dutch Shell dated April 2, 2007 entitled “Royal Dutch Shell plc updates on extended offer for the minority shares of Shell Canada Limited.”

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: April 2, 2007

ROYAL DUTCH SHELL PLC

By: /s/ MICHEL BRANDJES

Name: Michiel Brandjes

Title: Secretary

SHELL INVESTMENTS LIMITED

By: /s/ ARNOLD MACBURNIE

Name: Arnold MacBurnie

Title: Chief Executive Officer

SHELL CANADA LIMITED

By: /s/ CLIVE MATHER

Name: Clive Mather

Title: President and Chief Executive Officer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
Exhibit (a)(5)(B)	Press release of Royal Dutch Shell dated April 2, 2007 entitled "Royal Dutch Shell plc updates on extended offer for the minority shares of Shell Canada Limited."



News & Media releases

Royal Dutch Shell plc updates on extended offer for the minority shares of Shell Canada Limited

02/04/2007

Shell Investments Limited (“SIL”), a wholly-owned subsidiary of Royal Dutch Shell plc, announced that as at the expiry time of the extended offer period on March 30, 2007, an additional 75,711,093 common shares in the capital of Shell Canada Limited (“Shell Canada”) were validly deposited to SIL’s offer to acquire, at a price of C\$45.00 cash per common share, all of the outstanding common shares of Shell Canada not already owned by SIL or its affiliates. SIL has taken up all such common shares deposited to the offer during such period and payment has been or will be made for such common shares on or before Wednesday, April 4, 2007.

Combined with the 96,985,322 Shell Canada common shares taken up by SIL in respect of the initial offer period that ended on March 16, 2007, SIL and its affiliates now beneficially own 816,005,273 common shares of Shell Canada or approximately 98.8% of the outstanding common shares of Shell Canada. The common shares taken up and accepted for payment under the offer represent approximately 94.5% of the outstanding common shares of Shell Canada not already owned by SIL or its affiliates.

SIL’s offer has now expired. As the offer was accepted by holders of more than 90% of the common shares of Shell Canada not owned by the SIL or its affiliates, SIL will exercise its right under the compulsory acquisition provisions of section 206 of the Canada Business Corporations Act to acquire the outstanding common shares of Shell Canada not already owned by SIL and its affiliates at the same price of C\$45.00 per common share, by mailing a formal notice to all remaining Shell Canada shareholders shortly.

Disclaimer Statement

This document contains forward-looking statements concerning the financial condition, results of operations and businesses of Royal Dutch Shell. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. Forward-looking statements are statements of future expectations that are based on management’s current expectations and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in these statements. Forward-looking statements include, among other things, statements concerning the potential exposure of Royal Dutch Shell to market risks and statements expressing management’s expectations, beliefs, estimates, forecasts, projections and assumptions. These forward-looking statements are identified by their use of terms and phrases such as “anticipate”, “believe”, “could”, “estimate”, “expect”, “intend”, “may”, “plan”, “objectives”, “outlook”, “probably”, “project”, “will”, “seek”, “target”, “risks”, “goals”, “should” and

similar terms and phrases. There are a number of factors that could affect the future operations of Royal Dutch Shell and could cause those results to differ materially from those expressed in the forward-looking statements included in this Report, including (without limitation): (a) price fluctuations in crude oil and natural gas; (b) changes in demand for the Group's products; (c) currency fluctuations; (d) drilling and production results; (e) reserve estimates; (f) loss of market and industry competition; (g) environmental and physical risks; (h) risks associated with the identification of suitable potential acquisition properties and targets, and successful negotiation and completion of such transactions; (i) the risk of doing business in developing countries and countries subject to international sanctions; (j) legislative, fiscal and regulatory developments including potential litigation and regulatory effects arising from recategorisation of reserves; (k) economic and financial market conditions in various countries and regions; (l) political risks, project delay or advancement, approvals and cost estimates; and (m) changes in trading conditions. All forward-looking statements contained in this document are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Readers should not place undue reliance on forward-looking statements. Each forward-looking statement speaks only as of the date of this presentation. Neither Royal Dutch Shell nor any of its subsidiaries undertake any obligation to publicly update or revise any forward-looking statement as a result of new information, future events or other information. In light of these risks, results could differ materially from those stated, implied or inferred from the forward-looking statements contained in this document.

The United States Securities and Exchange Commission (SEC) permits oil and gas companies, in their filings with the SEC, to disclose only proved reserves that a company has demonstrated by actual production or conclusive formation tests to be economically and legally producible under existing economic and operating conditions. We use certain terms in this presentation, such as "oil in place" that the SEC's guidelines strictly prohibit us from including in filings with the SEC. U.S. Investors are urged to consider closely the disclosure in our Form 20-F, File No 1-32575 and disclosure in our Forms 6-K file No, 1-32575, available on the SEC website www.sec.gov - [opens in new window](#). You can also obtain these forms from the SEC by calling 1-800-SEC-0330.