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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934  
(Amendment No. 2 )\***

**Shell Canada Limited**

(Name of Issuer)

Common Shares

(Title of Class of Securities)

2911

(CUSIP Number)

**Michiel Brandjes  
Company Secretary  
Royal Dutch Shell plc  
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(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communication)

*Copy to:*

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**March 19, 2007**

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

CUSIP No.

<b>1</b>	NAMES OF REPORTING PERSONS: Royal Dutch Shell plc I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): None	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="radio"/> (b) <input type="radio"/>	
<b>3</b>	SEC USE ONLY:	
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS): OO	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): <input type="radio"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION: England and Wales	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER: 740,294,180 Common Shares
	<b>8</b>	SHARED VOTING POWER: None
	<b>9</b>	SOLE DISPOSITIVE POWER: 740,294,180 Common Shares
	<b>10</b>	SHARED DISPOSITIVE POWER: None
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 740,294,180 Common Shares	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="radio"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 89.6% of Common Shares	
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): HC, CO	

## **Amendment No. 2 to Schedule 13D**

This Amendment No. 2 to Schedule 13D ("Amendment No. 2") amends and supplements Item 4 and Item 7 and restates clauses (a) and (c) of Item 5 of the Schedule 13D filed by Royal Dutch Shell plc ("Royal Dutch Shell") on October 23, 2006, as amended and supplemented by Amendment No. 1 filed on January 26, 2007 and from time to time, (the "Schedule 13D"), in respect of the common shares, no par value, of Shell Canada Limited, a company organized pursuant to the laws of Canada ("Shell Canada"). Capitalized terms used in this Amendment No. 2 but not defined herein have the meanings given to such terms in the Schedule 13D.

### **Item 4. Purpose of Transaction**

Shell Investments, a wholly owned subsidiary of Royal Dutch Shell, announced that as at 8:00 p.m. (Toronto time) on March 16, 2007 96,985,322 common shares of Shell Canada were validly deposited to Shell Investments's offer to acquire all of the outstanding common shares of Shell Canada not already owned by Shell Investments or its affiliates (the "Offer") and that the Offer would be extended until 8:00 PM (Toronto time) on March 30, 2007.

As the minimum deposit condition under the Offer was met, Shell Investments has taken up and accepted for payment the 96,985,322 common shares validly deposited and not withdrawn, which represent approximately 53.1% of the outstanding common shares of Shell Canada that were not already owned by Shell Investments or its affiliates. Shell Investments or its affiliates now own 740,294,180 common shares of Shell Canada or approximately 89.6% of the outstanding common shares of Shell Canada.

### **Item 5. Interest in Securities of the Issuer**

(a) Royal Dutch Shell beneficially owns 740,294,180 common shares of Shell Canada or approximately 89.6% of the Common Shares of Shell Canada.

(c) On March 17, 2007, Shell Investments took up and accepted for payment the 96,985,322 common shares validly deposited and not withdrawn to the Offer, at a price of C\$45.00 cash per common share, pursuant to the terms of the Offer and Circular dated February 8, 2007.

### **Item 7. Material to Be Filed as Exhibits**

The following documents are filed as exhibits:

**Exhibit  
Number**

**Exhibit Name**

1. Press release dated March 17, 2007, entitled "Royal Dutch Shell plc updates an offer for the minority shares of Shell Canada Limited".
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**SIGNATURE**

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

Date: March 19, 2007

ROYAL DUTCH SHELL plc

by /s/ Michiel Brandjes

Name: Michiel Brandjes

Title: Company Secretary

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**Exhibit  
Number**

**Exhibit Name**

1. Press release dated March 17, 2007, entitled "Royal Dutch Shell plc updates an offer for the minority shares of Shell Canada Limited".



**News & Media releases**

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

17/03/2007

Shell Investments Limited (“SIL”), a wholly-owned subsidiary of Royal Dutch Shell plc, announced that as at 8:00 p.m. (Toronto time) on March 16, 2007 (the “Initial Expiry Time”) 96,985,322 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 (the “Offer”).

As the minimum deposit condition under the Offer has been met, SIL has taken up and accepted for payment all of the common shares validly deposited. The common shares taken up and accepted for payment represent approximately 53.1% of the outstanding common shares of Shell Canada not already owned by SIL or its affiliates. SIL or its affiliates now own 740,294,180 common shares of Shell Canada or approximately 89.6% of the outstanding common shares of Shell Canada. Payment will be made on or before Wednesday, March 21, 2007 to Shell Canada shareholders who have validly deposited their common shares under the Offer.

SIL also announced today that it has extended the Offer to 8:00 p.m. (Toronto time) on March 30, 2007. SIL expects to mail a formal notice of extension to Shell Canada shareholders shortly.

Royal Dutch Shell Chief Executive Jeroen van der Veer commented “This is a positive outcome, and a further step towards building on our strong position in Canada, using the strengths that only a company of our global scale can bring. This is an opportunity to create an integrated unconventional oil business on an international scale.”

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## 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.

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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](http://www.sec.gov) — opens in new window. You can also obtain these forms from the SEC by calling 1-800-SEC-0330.

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