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**Form 8-A**

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

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
Pursuant to Section 12(b) or (g) of the  
Securities Exchange Act of 1934**

**ROYAL DUTCH SHELL PLC**  
(Exact name of registrant as specified in its charter)

**England and Wales**  
(State of incorporation or organization)

**N/A**  
(I.R.S. Employer Identification No.)

**SHELL INTERNATIONAL FINANCE B.V.**  
(Exact name of registrant as specified in its charter)

**The Netherlands**  
(State of incorporation or organization)

**N/A**  
(I.R.S. Employer Identification No.)

**Carel van Bylandtlaan 30  
2596 The Hague  
The Netherlands  
(011 31 70) 377 9111**  
(Address of principal executive offices)  
**N/A**  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered  
\_\_\_\_\_

3.10% Guaranteed Notes due 2015

Name of each exchange on which  
each class is to be registered  
\_\_\_\_\_

New York Stock Exchange, Inc.

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), please check the following box.

Securities Act registration statement file number to which this form relates: 333-155201, 333-155201-01

Securities to be registered pursuant to Section 12(g) of the Act:

**None**  
(Title of Class)

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### **Item 1. Description of Registrants' Securities to be Registered.**

The description of the securities to be registered is contained in the Prospectus Supplement dated June 21, 2010 and the Prospectus dated November 7, 2008, copies of which were electronically transmitted for filing with the Commission pursuant to Rule 424(b) on June 22, 2010, and each of which form a part of the Registrants' Registration Statement on Form F-3 (Nos. 333-155201, 333-155201-01), and are incorporated herein by reference.

### **Item 2. Exhibits.**

The following exhibits are filed herewith and are incorporated herein by reference:

99.1 — Form of the Guaranteed Notes (incorporated by reference to the Registration Statement on Form F-3 of the Registrants (Registration Numbers 333-126726, 333-126726-01) filed on July 20, 2005).

99.2 — Form of Senior Indenture among the Registrants and Deutsche Bank Trust Company Americas, as trustee (incorporated by reference to the Registration Statement on Form F-3 of the Registrants (Registration Numbers 333-126726, 333-126726-01) filed on July 20, 2005).

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Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, each of the Registrants has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: June 28, 2010

Royal Dutch Shell plc  
\_\_\_\_\_  
(Registrant)

By: /s/ Andrew Longden  
\_\_\_\_\_  
Name: Andrew Longden  
Title: Executive Vice President Treasury and Corporate  
Finance

Shell International Finance B.V.  
\_\_\_\_\_  
(Registrant)

By: /s/ Michael Ashworth  
\_\_\_\_\_  
Name: Michael Ashworth  
Title: Attorney-in-fact

By: /s/ Maria Cooper  
\_\_\_\_\_  
Name: Maria Cooper  
Title: Attorney-in-fact