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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. 3 )\***

**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 Communications)

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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 §240.13d-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. 2911

<b>1</b>	NAMES OF REPORTING PERSONS: <b>Royal Dutch Shell plc</b>  I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): <b>None</b>	
<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): <b>OO</b>	
<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: <b>England and Wales</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER: <b>816,005,273 Common Shares</b>
	<b>8</b>	SHARED VOTING POWER: <b>None</b>
	<b>9</b>	SOLE DISPOSITIVE POWER: <b>816,005,273 Common Shares</b>
	<b>10</b>	SHARED DISPOSITIVE POWER: <b>None</b>
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: <b>816,005,273 Common Shares</b>	
<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): <b>98.8% of Common Shares</b>	
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): <b>HC, CO</b>	

### **Amendment No. 3 to Schedule 13D**

This Amendment No. 3 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, Amendment No. 2 filed on March 19, 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. 3 but not defined herein have the meanings given to such terms in the Schedule 13D.

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

Shell Investments announced on April 2, 2007 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 were validly deposited to the Offer all of the outstanding common shares of Shell Canada not already owned by Shell Investments or its affiliates. Shell Investments 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.

As of 8:01 P.M. on March 30, 2007 (Toronto time), Shell Investments’ offer has expired. As the offer was accepted by holders of more than 90% of the common shares of Shell Canada not owned by Shell Investments or its affiliates, 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 of Shell Canada not already owned by Shell Investments 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.

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

(a) Royal Dutch Shell beneficially owns 816,005,273 common shares of Shell Canada or approximately 98.8% of the common shares of Shell Canada.

(c) On April 2, 2007, Shell Investments announced that it would take up and accept for payment the 75,711,093 common shares of Shell Canada that were validly deposited to the Offer as of March 30, 2007, 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:

<b>Exhibit Number</b>	<b>Exhibit Name</b>
1.	Press release dated April 2, 2007, entitled “Royal Dutch Shell plc updates on extended 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: April 2, 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 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

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