



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

N.V. Koninklijke Nederlandsche  
Petroleum Maatschappij

(Name of Issuer)

Royal Dutch Petroleum Company

(Translation of Issuer's name into English)

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

(Title of Class of Securities)

780257804

(CUSIP Number)

Michiel Brandjes  
Company Secretary  
Royal Dutch Shell plc  
30, Carel van Bylandtaan  
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The Netherlands  
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(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

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August 11, 2005

(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.

**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.**



[Table of Contents](#)

CUSIP No. 780257804

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1. Name of Reporting Person: Royal Dutch Shell plc  
I.R.S. Identification Nos. of above persons (entities only): None

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2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

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3. SEC Use Only:

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4. Source of Funds (See Instructions):  
OO

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5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

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6. Citizenship or Place of Organization:  
England and Wales

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7. Sole Voting Power:  
2,038,348,625

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power:  
None

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9. Sole Dispositive Power:  
2,038,348,625

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10. Shared Dispositive Power:  
None

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11. Aggregate Amount Beneficially Owned by Each Reporting Person:  
2,038,348,625

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

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13. Percent of Class Represented by Amount in Row (11):  
98.49%

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14. Type of Reporting Person (See Instructions):  
HC, CO

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## **TABLE OF CONTENTS**

[AMENDMENT NO. 1 TO SCHEDULE 13D](#)

[Item 3. Source and Amount of Funds or Other Consideration](#)

[Item 4. Purpose of Transaction](#)

[Item 5. Interest in Securities of Royal Dutch](#)

[SIGNATURE](#)

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[Table of Contents](#)

AMENDMENT NO. 2 TO SCHEDULE 13D

This Amendment No. 2 to Schedule 13D (“Amendment No. 2”) amends and restates Items 3, 4(h) and 5(a) of the Schedule 13D filed by Royal Dutch Shell plc (“Royal Dutch Shell”) on July 29, 2005 (the “Schedule 13D”) in respect of the ordinary shares of the nominal (par) value of 0.56 Euro (€0.56) each (the “Ordinary Shares”) of N.V. Koninklijke Nederlandsche Petroleum Maatschappij (Royal Dutch Petroleum Company), a company organized pursuant to the laws of the Netherlands (“Royal Dutch”). Capitalized terms used in this Amendment No. 2 but not defined herein have the meanings given to such terms in the Schedule 13D.

**Item 3. Source and Amount of Funds or Other Consideration**

Royal Dutch Shell has acquired beneficial ownership of 2,038,348,625 Ordinary Shares of Royal Dutch, or 98.49% of the Ordinary Shares of Royal Dutch. This includes (i) all Ordinary Shares exchanged by Royal Dutch Shell for Royal Dutch Shell shares in the Offer and (ii) all Ordinary Shares exchanged by Royal Dutch Shell for Royal Dutch Shell shares in the Subsequent Offer Acceptance Period. Royal Dutch Shell did not exchange and does not intend to seek delivery of, and therefore disclaims beneficial ownership of, 2,982,288 Ordinary Shares in New York registry form tendered in the Offer and 4,295,470 Ordinary Shares in New York registry form tendered in the Subsequent Offer Acceptance Period via the guaranteed delivery procedure not delivered to the U.S. exchange agent in respect of the Offer or Subsequent Offer Acceptance Period as required by the Prospectus. Under the terms of the Exchange Offer, (a) for every Ordinary Share or Royal Dutch held in New York registry form tendered in the Exchange Offer, the tendering shareholder received one Royal Dutch Shell Class A American depository receipt (each, a “Class A ADR”) representing two Royal Dutch Shell Class A ordinary shares of Royal Dutch (each, a “Class A Share”) and (b) for every Ordinary Share of Royal Dutch held in bearer or Hague registry form tendered in the Exchange Offer, the tendering shareholder received two Class A Shares. Other than the issuance of Class A Shares and Class A ADRs, no consideration was paid to shareholders of Royal Dutch in connection with the Exchange Offer.

**Item 4. Purpose of Transaction**

(h) The Ordinary Shares of Royal Dutch have been removed from the Official List of the UK Listing Authority and from trading on the London Stock Exchange with effect from 20 July 2005. Following the achievement of an acceptance level in the Exchange Offer in excess of the 95% required to de-list from Euronext Amsterdam, Royal Dutch Shell requested that Royal Dutch seek de-listing from Euronext Amsterdam. A request from Royal Dutch to de-list has subsequently been approved by Euronext Amsterdam, and the last day of trading of Royal Dutch Shares on Euronext Amsterdam will be 30 September 2005. Royal Dutch Shell also requested that Royal Dutch seek de-listing from the New York Stock Exchange. In accordance with New York Stock Exchange procedures, on August 9, 2005, Royal Dutch furnished the New York Stock Exchange with a copy of a board resolution in respect of de-listing adopted on August 5, 2005. On August 11, 2005, Royal Dutch filed an application with the US Securities and Exchange Commission to withdraw the Ordinary Shares of Royal Dutch from listing on the New York Stock Exchange.

**Item 5. Interest in Securities of Royal Dutch**

(a) Royal Dutch Shell has acquired beneficial ownership of 2,038,348,625 Ordinary Shares of Royal Dutch, or 98.49% of the Ordinary Shares of Royal Dutch



## [Table of Contents](#)

(the “Subject Shares”). This includes (i) all Ordinary Shares exchanged by Royal Dutch Shell for Royal Dutch Shell shares in the Offer and (ii) all Ordinary Shares exchanged by Royal Dutch Shell for Royal Dutch Shell shares in the Subsequent Offer Acceptance Period. Royal Dutch Shell did not exchange and does not intend to seek delivery of, and therefore disclaims beneficial ownership of, 2,982,288 Ordinary Shares in New York registry form tendered in the Offer and 4,295,470 Ordinary Shares in New York registry form tendered in the Subsequent Offer Acceptance Period via the guaranteed delivery procedure not delivered to the U.S. exchange agent in respect of the Offer or Subsequent Offer Acceptance Period as required by the Prospectus.

