

ROYAL BANK OF SCOTLAND GROUP PLC  
Form 6-K  
July 29, 2005

**FORM 6-K**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington D.C. 20549**

**Report of Foreign Private Issuer**

**Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934**

For the month of July 2005

Commission File Number: 001-10306

The Royal Bank of Scotland Group plc

42 St Andrew Square  
Edinburgh EH2 2YE  
Scotland

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): \_\_\_\_\_

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): \_\_\_\_\_

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes

No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-  
\_\_\_\_\_

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The following information was issued as Company announcements, in London, England and is furnished pursuant to General Instruction B to the General Instructions to Form 6-K: \_\_\_\_\_

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Enclosure: 1.

Director/PDMR Shareholding announcement  
made on 8 July 2005

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Enclosure No. 1

**NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS**

This form is intended for use by an *issuer* to make a *RIS* notification required by *DR 3.1.4R(1)*.

- (1) An *issuer* making a notification in respect of a transaction relating to the *shares* or debentures of the *issuer* should complete boxes 1 to 16, 23 and 24.
- (2) An *issuer* making a notification in respect of a derivative relating to the *shares* of the *issuer* should complete boxes 1 to 4, 6, 8, 13, 14, 16, 23 and 24.
- (3) An *issuer* making a notification in respect of options granted to a *director/person discharging managerial responsibilities* should complete boxes 1 to 3 and 17 to 24.
- (4) An *issuer* making a notification in respect of a *financial instrument* relating to the *shares* of the *issuer* (other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

Please complete all relevant boxes in block capital letters.

1. Name of the *issuer*

*The Royal Bank of Scotland Group plc*

2. State whether the notification relates to (i) a transaction notified in accordance with *DR 3.1.4R(1)(a)*; or

(ii) *DR 3.1.4(R)(1)(b)* a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or

(iii) both (i) and (ii)

*ii*

3. Name of *person discharging managerial responsibilities/director*

*Sir Fred Goodwin*

4. State whether notification relates to a *person* connected with a *person discharging managerial responsibilities/director* named in 3 and identify the *connected person*

*N/A*

5. Indicate whether the notification is in respect of a holding of the *person* referred to in 3 or 4 above or in respect of a non-beneficial interest

*In respect of a holding of the person referred to in 3*

6. Description of *shares* (including *class*), debentures or derivatives or financial instruments relating to *shares*

*Ordinary shares of £0.25*

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7. Name of registered shareholders(s) and, if more than one, the number of *shares* held by each of them

*The Royal Bank of Scotland plc Trustee Account BAYE and Profit Sharing*

8 State the nature of the transaction

*Participation in the Royal Bank of Scotland Group plc Share Incentive Plan*

9. Number of *shares*, debentures or financial instruments relating to *shares* acquired

7

10. Percentage of issued *class* acquired (*treasury shares* of that *class* should not be taken into account when calculating percentage)

-

11. Number of *shares*, debentures or financial instruments relating to *shares* disposed

-

12. Percentage of issued *class* disposed (*treasury shares* of that *class* should not be taken into account when calculating percentage)

-

13. Price per *share* or value of transaction

*£16.84*

14. Date and place of transaction

*7 July 2005*

15. Total holding following notification and total percentage holding following notification (any *treasury shares* should not be taken into account when calculating percentage)

*65,011*

16. Date issuer informed of transaction

*7 July 2005*

**If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes**

17 Date of grant

-

18. Period during which or date on which it can be exercised

-

19. Total amount paid (if any) for grant of the option

-

20. Description of *shares* or debentures involved (*class* and number)

-  
21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise

-  
22. Total number of *shares* or debentures over which options held following notification

-  
23. Any additional information

-  
24. Name of contact and telephone number for queries

Hew Campbell, Head of Group Secretariat

0131 523 4711

**Name and signature of duly authorised officer of issuer responsible for making notification**

*Hew Campbell, Head of Group Secretariat*

**Date of notification**

8 July 2005

-----  
1. Name of the *issuer*

*The Royal Bank of Scotland Group plc*

2. State whether the notification relates to (i) a transaction notified in accordance with *DR 3.1.4R(1)(a)*; or

(ii) *DR 3.1.4(R)(1)(b)* a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or

(iii) both (i) and (ii)

*i*

3. Name of *person discharging managerial responsibilities/director*

*Miller Roy McLean*

4. State whether notification relates to a *person* connected with a *person discharging managerial responsibilities/director* named in 3 and identify the *connected person*

*N/A*

5. Indicate whether the notification is in respect of a holding of the *person* referred to in 3 or 4 above or in respect of a non-beneficial interest

*In respect of a holding of the person referred to in 3*

6. Description of *shares* (including *class*), debentures or derivatives or financial instruments relating to *shares*

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*Ordinary shares of £0.25*

7. Name of registered shareholders(s) and, if more than one, the number of *shares* held by each of them

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11. Number of *shares*, debentures or financial instruments relating to *shares* disposed

-

12. Percentage of issued *class* disposed (*treasury shares* of that *class* should not be taken into account when calculating percentage)

-

13. Price per *share* or value of transaction

*£16.84*

14. Date and place of transaction

*7 July 2005*

15. Total holding following notification and total percentage holding following notification (any *treasury shares* should not be taken into account when calculating percentage)

*156,741*

16. Date issuer informed of transaction

*7 July 2005*

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17 Date of grant

-

18. Period during which or date on which it can be exercised

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19. Total amount paid (if any) for grant of the option

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20. Description of *shares* or debentures involved (*class* and number)

-

21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise

-

22. Total number of *shares* or debentures over which options held following notification

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23. Any additional information

-

24. Name of contact and telephone number for queries

Hew Campbell, Head of Group Secretariat

0131 523 4711

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*Hew Campbell, Head of Group Secretariat*

**Date of notification**

8 July 2005

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(ii) *DR 3.1.4(R)(1)(b)* a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or

(iii) both (i) and (ii)

*i*

3. Name of *person discharging managerial responsibilities/director*

*Brian John Crowe*

4. State whether notification relates to a *person* connected with a *person discharging managerial responsibilities/director* named in 3 and identify the *connected person*

*N/A*

5. Indicate whether the notification is in respect of a holding of the *person* referred to in 3 or 4 above or in respect of a non-beneficial interest

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*In respect of a holding of the person referred to in 3*

6. Description of *shares* (including *class*), debentures or derivatives or financial instruments relating to *shares*

*Ordinary shares of £0.25*

7. Name of registered shareholders(s) and, if more than one, the number of *shares* held by each of them

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-

11. Number of *shares*, debentures or financial instruments relating to *shares* disposed

-

12. Percentage of issued *class* disposed (*treasury shares* of that *class* should not be taken into account when calculating percentage)

-

13. Price per *share* or value of transaction

*£16.84*

14. Date and place of transaction

*7 July 2005*

15. Total holding following notification and total percentage holding following notification (any *treasury shares* should not be taken into account when calculating percentage)

*159,108*

16. Date issuer informed of transaction

*7 July 2005*

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18. Period during which or date on which it can be exercised

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19. Total amount paid (if any) for grant of the option

-

20. Description of *shares* or debentures involved (*class* and number)

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21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise

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22. Total number of *shares* or debentures over which options held following notification

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Hew Campbell, Head of Group Secretariat

0131 523 4711

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*Hew Campbell, Head of Group Secretariat*

**Date of notification**

8 July 2005

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(iii) both (i) and (ii)

*i*

3. Name of *person discharging managerial responsibilities/director*

*William Dickson*

4. State whether notification relates to a *person* connected with a *person discharging managerial responsibilities/director* named in 3 and identify the *connected person*

*N/A*



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5. Indicate whether the notification is in respect of a holding of the *person* referred to in 3 or 4 above or in respect of a non-beneficial interest

*In respect of a holding of the person referred to in 3*

6. Description of *shares* (including *class*), debentures or derivatives or financial instruments relating to *shares*

*Ordinary shares of £0.25*

7. Name of registered shareholders(s) and, if more than one, the number of *shares* held by each of them

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11. Number of *shares*, debentures or financial instruments relating to *shares* disposed

-

12. Percentage of issued *class* disposed (*treasury shares* of that *class* should not be taken into account when calculating percentage)

-

13. Price per *share* or value of transaction

*£16.84*

14. Date and place of transaction

*7 July 2005*

15. Total holding following notification and total percentage holding following notification (any *treasury shares* should not be taken into account when calculating percentage)

*984*

16. Date issuer informed of transaction

*7 July 2005*

**If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes**

17 Date of grant

-

18. Period during which or date on which it can be exercised

-  
19. Total amount paid (if any) for grant of the option

-  
20. Description of *shares* or debentures involved (*class* and number)

-  
21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise

-  
22. Total number of *shares* or debentures over which options held following notification

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23. Any additional information

-  
24. Name of contact and telephone number for queries

Hew Campbell, Head of Group Secretariat

0131 523 4711

**Name and signature of duly authorised officer of issuer responsible for making notification**

*Hew Campbell, Head of Group Secretariat*

**Date of notification**

8 July 2005

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1. Name of the *issuer*

*The Royal Bank of Scotland Group plc*

2. State whether the notification relates to (i) a transaction notified in accordance with DR 3.1.4R(1)(a); or

(ii) DR 3.1.4(R)(1)(b) a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or

(iii) both (i) and (ii)

*i*

3. Name of *person discharging managerial responsibilities/director*

*Mark Andrew Fisher*

4. State whether notification relates to a *person* connected with a *person discharging managerial responsibilities/director* named in 3 and identify the *connected person*

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N/A

5. Indicate whether the notification is in respect of a holding of the *person* referred to in 3 or 4 above or in respect of a non-beneficial interest

*In respect of a holding of the person referred to in 3*

6. Description of *shares* (including *class*), debentures or derivatives or financial instruments relating to *shares*

*Ordinary shares of £0.25*

7. Name of registered shareholders(s) and, if more than one, the number of *shares* held by each of them

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12. Percentage of issued *class* disposed (*treasury shares* of that *class* should not be taken into account when calculating percentage)

-

13. Price per *share* or value of transaction

*£16.84*

14. Date and place of transaction

*7 July 2005*

15. Total holding following notification and total percentage holding following notification (any *treasury shares* should not be taken into account when calculating percentage)

*2,617*

16. Date issuer informed of transaction

*7 July 2005*

**If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes**

17 Date of grant

-

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18. Period during which or date on which it can be exercised

-

19. Total amount paid (if any) for grant of the option

-

20. Description of *shares* or debentures involved (*class* and number)

-

21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise

-

22. Total number of *shares* or debentures over which options held following notification

-

23. Any additional information

-

24. Name of contact and telephone number for queries

*Hew Campbell, Head of Group Secretariat*

*0131 523 4711*

**Name and signature of duly authorised officer of issuer responsible for making notification**

*Hew Campbell, Head of Group Secretariat*

**Date of notification**

*8 July 2005*

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1. Name of the *issuer*

*The Royal Bank of Scotland Group plc*

2. State whether the notification relates to (i) a transaction notified in accordance with *DR 3.1.4R(1)(a)*; or

(ii) *DR 3.1.4(R)(1)(b)* a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or

(iii) both (i) and (ii)

*i*

3. Name of *person discharging managerial responsibilities/director*

*Bernard Higgins*

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4. State whether notification relates to a *person* connected with a *person discharging managerial responsibilities/director* named in 3 and identify the *connected person*

*N/A*

5. Indicate whether the notification is in respect of a holding of the *person* referred to in 3 or 4 above or in respect of a non-beneficial interest

*In respect of a holding of the person referred to in 3*

6. Description of *shares* (including *class*), debentures or derivatives or financial instruments relating to *shares*

*Ordinary shares of £0.25*

7. Name of registered shareholders(s) and, if more than one, the number of *shares* held by each of them

*The Royal Bank of Scotland plc Trustee Account BAYE and Profit Sharing*

8 State the nature of the transaction

*Participation in the Royal Bank of Scotland Group plc Share Incentive Plan*

9. Number of *shares*, debentures or financial instruments relating to *shares* acquired

*7*

10. Percentage of issued *class* acquired (*treasury shares* of that *class* should not be taken into account when calculating percentage)

*-*

11. Number of *shares*, debentures or financial instruments relating to *shares* disposed

*-*

12. Percentage of issued *class* disposed (*treasury shares* of that *class* should not be taken into account when calculating percentage)

*-*

13. Price per *share* or value of transaction

*£16.84*

14. Date and place of transaction

*7 July 2005*

15. Total holding following notification and total percentage holding following notification (any *treasury shares* should not be taken into account when calculating percentage)

*525*

16. Date issuer informed of transaction

*7 July 2005*

**If a *person discharging managerial responsibilities* has been granted options by the *issuer* complete the following boxes**

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17 Date of grant

-

18. Period during which or date on which it can be exercised

-

19. Total amount paid (if any) for grant of the option

-

20. Description of *shares* or debentures involved (*class* and number)

-

21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise

-

22. Total number of *shares* or debentures over which options held following notification

-

23. Any additional information

-

24. Name of contact and telephone number for queries

*Hew Campbell, Head of Group Secretariat*

*0131 523 4711*

**Name and signature of duly authorised officer of issuer responsible for making notification**

*Hew Campbell, Head of Group Secretariat*

**Date of notification**

*8 July 2005*

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1. Name of the *issuer*

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2. State whether the notification relates to (i) a transaction notified in accordance with *DR 3.1.4R(1)(a)*; or

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(iii) both (i) and (ii)

*i*

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3. Name of *person discharging managerial responsibilities/director*

*Neil James Roden*

4. State whether notification relates to a *person* connected with a *person discharging managerial responsibilities/director* named in 3 and identify the *connected person*

*N/A*

5. Indicate whether the notification is in respect of a holding of the *person* referred to in 3 or 4 above or in respect of a non-beneficial interest

*In respect of a holding of the person referred to in 3*

6. Description of *shares* (including *class*), debentures or derivatives or financial instruments relating to *shares*

*Ordinary shares of £0.25*

7. Name of registered shareholders(s) and, if more than one, the number of *shares* held by each of them

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10. Percentage of issued *class* acquired (*treasury shares* of that *class* should not be taken into account when calculating percentage)

*-*

11. Number of *shares*, debentures or financial instruments relating to *shares* disposed

*-*

12. Percentage of issued *class* disposed (*treasury shares* of that *class* should not be taken into account when calculating percentage)

*-*

13. Price per *share* or value of transaction

*£16.84*

14. Date and place of transaction

*7 July 2005*

15. Total holding following notification and total percentage holding following notification (any *treasury shares* should not be taken into account when calculating percentage)

*707*

16. Date issuer informed of transaction

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7 July 2005

**If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes**

17 Date of grant

-

18. Period during which or date on which it can be exercised

-

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21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise

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22. Total number of *shares* or debentures over which options held following notification

-

23. Any additional information

-

24. Name of contact and telephone number for queries

*Hew Campbell, Head of Group Secretariat*

*0131 523 4711*

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*Hew Campbell, Head of Group Secretariat*

**Date of notification**

*8 July 2005*

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1. Name of the *issuer*

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(ii) *DR 3.1.4(R)(1)(b)* a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or



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(iii) both (i) and (ii)

*i*

3. Name of *person discharging managerial responsibilities/director*

*Christopher Paul Sullivan*

4. State whether notification relates to a *person* connected with a *person discharging managerial responsibilities/director* named in 3 and identify the *connected person*

*N/A*

5. Indicate whether the notification is in respect of a holding of the *person* referred to in 3 or 4 above or in respect of a non-beneficial interest

*In respect of a holding of the person referred to in 3*

6. Description of *shares* (including *class*), debentures or derivatives or financial instruments relating to *shares*

*Ordinary shares of £0.25*

7. Name of registered shareholders(s) and, if more than one, the number of *shares* held by each of them

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10. Percentage of issued *class* acquired (*treasury shares* of that *class* should not be taken into account when calculating percentage)

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11. Number of *shares*, debentures or financial instruments relating to *shares* disposed

*-*

12. Percentage of issued *class* disposed (*treasury shares* of that *class* should not be taken into account when calculating percentage)

*-*

13. Price per *share* or value of transaction

*£16.84*

14. Date and place of transaction

*7 July 2005*

15. Total holding following notification and total percentage holding following notification (any *treasury shares* should not be taken into account when calculating percentage)

9,372

16. Date issuer informed of transaction

7 July 2005

**If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes**

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-

18. Period during which or date on which it can be exercised

-

19. Total amount paid (if any) for grant of the option

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24. Name of contact and telephone number for queries

*Hew Campbell, Head of Group Secretariat*

*0131 523 4711*

**Name and signature of duly authorised officer of issuer responsible for making notification**

*Hew Campbell, Head of Group Secretariat*

**Date of notification**

*8 July 2005*

---

**Signatures**

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: 29 July 2005

THE ROYAL BANK OF SCOTLAND  
GROUP plc (Registrant)

By: /s/ H Campbell

Name: H Campbell

Title: Head of Group Secretariat