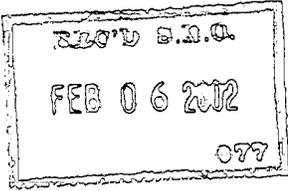


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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549



FORM 6-K

Report of Foreign Issuer

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

For the month of January, 2002

SHELL CANADA LIMITED
(Translation of registrant's name into English)

400 - 4 Avenue S.W., Calgary, Alberta. T2P 0J4
(Address of principal executive offices)

PROCESSED

FEB 19 2002

THOMSON
FINANCIAL

(indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F)

Form 20-F..... Form 40-F..X..

(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..X. No.....

SIGNATURES

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.

SHELL CANADA LIMITED
(Registrant)

Date: February 4, 2002

By: "H.W. LEMIEUX"
(Signature)

H.W. Lemieux, Vice President
(Name and Title)

By: "J.M. COULL"
(Signature)

J.M. Coull, Assistant Secretary
(Name and Title)



Shell Canada Limited

Shell Canada Limitée

NEWS RELEASE • COMMUNIQUÉ

**FOR IMMEDIATE RELEASE
THURSDAY, JANUARY 31, 2002**

Shell Canada announces dividend

Calgary, Alberta - The Directors of Shell Canada Limited today declared a quarterly dividend of twenty cents (20 cents) per Common Share. The dividend will be payable March 15, 2002 to shareholders of record February 15, 2002.

Unless otherwise requested, dividends payable to shareholders with registered addresses in the United States will be converted into U.S. funds at the rate quoted for U.S. funds by the Bank of Canada at noon on the record date.

- 30 -

For further information contact:

Jim Fahner
Manager, Investor Relations
Calgary, Alberta
(403) 691-2175