

3-11-02

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549



02024347

FORM 6-K



Report Of Foreign Issuer

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

11 March 2002

PROCESSED  
APR 09 2002  
THOMSON  
FINANCIAL

Royal & Sun Alliance Insurance Group plc  
(Translation of registrant's name into English)

30 Berkeley Square  
London W1J 6EW  
Great Britain

(Address of principal executive offices)

Form 20-F  Form 40-F

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

Yes  No

[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]



## Review Announcement



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Click on **cancel** if you decide that you want to cancel the process of submitting this announcement. Please note that if you decide to cancel, information that you have entered will be saved.

### Announcement Details

<b>Company Name</b>	Royal & Sun Alliance Ins Group PLC
<b>Category</b>	Director Shareholding
<b>Headline</b>	Director Shareholding
<b>Release Instructions</b>	Embargoed for 14:00 11 Mar 2002
<b>Related Company Information</b>	None
<b>Contact Name</b>	Vanessa Jones
<b>Contact Telephone No</b>	020 7569 6042

### Full Announcement Text

#### SCHEDULE 11

#### NOTIFICATION OF INTERESTS OF DIRECTORS AND CONNECTED PERSONS

1) Name of company

ROYAL & SUN ALLIANCE INSURANCE GROUP PLC

2) Name of director

ROBERT VICTOR MENDELSON

3) Please state whether notification indicates that it is in respect of the holding of the shareholder named in 2 above or in respect of a non-beneficial interest in the case of an individual holder if it is a holding of that person's spouse or the age of 18 or in respect of a non-beneficial interest

DIRECTOR NAMED IN 2 ABOVE

4) Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them (if notified)

DIRECTOR NAMED IN 2 ABOVE

5) Please state whether notification relates to a person(s) connected with the Director named in 2 above and identify the connected person(s)

N/A

6) Please state the nature of the transaction. For PEP transactions please indicate whether general/single co PEP and if discretionary/non discretionary

GRANT OF OPTIONS

7) Number of shares/amount of stock acquired

8) Percentage of issued class

9) Number of shares/amount of stock disposed

10) Percentage of issued class

11) Class of security

12) Price per share

13) Date of transaction

14) Date company informed

15) Total holding following this notification

16) Total percentage holding of issued class following this notification

**If a director has been granted options by the company please complete the following**

17) Date of grant

11 MARCH 2002

18) Period during which or date on which exercisable

11 MARCH 2005 TO 10 MARCH 2012

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

NIL

20) Description of shares or debentures involved: class, number

119,827 ORDINARY SHARES OF 27.5p EACH

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

290p

22) Total number of shares or debentures over which options held following this notification

1,261,390 ORDINARY SHARES OF 27.5p EACH

23) Any additional information

GRANT OF EXECUTIVE SHARE OPTIONS

24) Name of contact and telephone number for queries

VANESSA JONES DEPUTY GROUP COMPANY SECRETARY 020 7569 6042

25) Name and signature of authorised company official responsible for making this notification

CAROLINE WEBB CORPORATE SECRETARIAL CONSULTANT

Date of Notification 11 MARCH 2002

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<b>Related Company Information</b>	None
<b>Contact Name</b>	Vanessa Jones
<b>Contact Telephone No</b>	020 7569 6042

### Full Announcement Text

#### SCHEDULE 11

#### NOTIFICATION OF INTERESTS OF DIRECTORS AND CONNECTED PERSONS

1) Name of company

ROYAL & SUN ALLIANCE INSURANCE GROUP PLC

2) Name of director

ROBERT JOHN GUNN

3) Please state whether notification indicates that it is in respect of the holding of the shareholder named in 2 above or in respect of a non-beneficial interest in the case of an individual holder if it is a holding of that person's spouse or partner if the age of 18 or in respect of a non-beneficial interest

DIRECTOR NAMED IN 2 ABOVE

4) Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them (if notified)

DIRECTOR NAMED IN 2 ABOVE

5) Please state whether notification relates to a person(s) connected with the Director named in 2 above and identify the connected person(s)

N/A

6) Please state the nature of the transaction. For PEP transactions please indicate whether general/single co PEP and if discretionary/non discretionary

GRANT OF OPTIONS

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8) Percentage of issued class

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17) Date of grant

11 MARCH 2002

18) Period during which or date on which exercisable

11 MARCH 2005 TO 10 MARCH 2012

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

NIL

20) Description of shares or debentures involved: class, number

86,206 ORDINARY SHARES OF 27.5p EACH

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

290p

22) Total number of shares or debentures over which options held following this notification

497,227 ORDINARY SHARES OF 27.5p EACH

23) Any additional information

GRANT OF EXECUTIVE SHARE OPTIONS

24) Name of contact and telephone number for queries

VANESSA JONES DEPUTY GROUP COMPANY SECRETARY 020 7569 6042

25) Name and signature of authorised company official responsible for making this notification

CAROLINE WEBB CORPORATE SECRETARIAL CONSULTANT

Date of Notification 11 MARCH 2002

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#### NOTIFICATION OF INTERESTS OF DIRECTORS AND CONNECTED PERSONS

1) Name of company

ROYAL & SUN ALLIANCE INSURANCE GROUP PLC

2) Name of director

JULIAN CHRISTOPHER HANCE

3) Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest in the case of an individual holder if it is a holding of that person's spouse or partner if the age of 18 or in respect of a non-beneficial interest

DIRECTOR NAMED IN 2 ABOVE

4) Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them (if notified)

DIRECTOR NAMED IN 2 ABOVE

5) Please state whether notification relates to a person(s) connected with the Director named in 2 above and identify the connected person(s)

N/A

6) Please state the nature of the transaction. For PEP transactions please indicate whether general/single co PEP and if discretionary/non discretionary

GRANT OF OPTIONS

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17) Date of grant

11 MARCH 2002

18) Period during which or date on which exercisable

11 MARCH 2005 TO 10 MARCH 2012

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

NIL

20) Description of shares or debentures involved: class, number

66,379 ORDINARY SHARES OF 27.5p EACH

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

290p

22) Total number of shares or debentures over which options held following this notification

423,216 ORDINARY SHARES OF 27.5p EACH

23) Any additional information

GRANT OF EXECUTIVE SHARE OPTIONS

24) Name of contact and telephone number for queries

VANESSA JONES DEPUTY GROUP COMPANY SECRETARY 020 7569 6042

25) Name and signature of authorised company official responsible for making this notification

CAROLINE WEBB CORPORATE SECRETARIAL CONSULTANT

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#### NOTIFICATION OF INTERESTS OF DIRECTORS AND CONNECTED PERSONS

1) Name of company

ROYAL & SUN ALLIANCE INSURANCE GROUP PLC

2) Name of director

PAUL SPENCER

3) Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest in the case of an individual holder if it is a holding of that person's spouse or the age of 18 or in respect of a non-beneficial interest

DIRECTOR NAMED IN 2 ABOVE

4) Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them (if notified)

DIRECTOR NAMED IN 2 ABOVE

5) Please state whether notification relates to a person(s) connected with the Director named in 2 above and identify the connected person(s)

N/A

6) Please state the nature of the transaction. For PEP transactions please indicate whether general/single co PEP and if discretionary/non discretionary

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NIL

20) Description of shares or debentures involved: class, number

66,379 ORDINARY SHARES OF 27.5p EACH

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

290p

22) Total number of shares or debentures over which options held following this notification

417,879 ORDINARY SHARES OF 27.5p EACH

23) Any additional information

GRANT OF EXECUTIVE SHARE OPTIONS

24) Name of contact and telephone number for queries

VANESSA JONES DEPUTY GROUP COMPANY SECRETARY 020 7569 6042

25) Name and signature of authorised company official responsible for making this notification

CAROLINE WEBB CORPORATE SECRETARIAL CONSULTANT

Date of Notification 11 MARCH 2002

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## 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.

Royal & Sun Alliance Insurance Group plc  
(Registrant)

Date: 11 March 2002

By:



A handwritten signature in black ink, appearing to read 'J.V. Miller', is written over a horizontal line. The signature is enclosed in a circular scribble.

(Signature)\*

Name: J.V. Miller

Title: Director Financial Control & Group  
Company Secretary

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\* Print the name and title of the signing officer under his signature.

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