



05002892

FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

Table with SEC USE ONLY header, Prefix, Serial, and DATE RECEIVED fields.

861350

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

117,902,943 new ordinary shares of US\$0.50 of Standard Chartered PLC

PROCESSED
FEB 01 2005

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE

Type of Filing: New Filing Amendment

THOMSON FINANCIAL

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Standard Chartered PLC

Address of Executive Offices (Number and Street, City, State, Zip Code)

1 Aldermanbury Square, London EC2V 7SB, England

Telephone Number (Including Area Code)
+44 20 7280 7500

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

Brief Description of Business
Consumer and wholesale banking

Type of Business Organization

- corporation limited partnership, already formed other (please specify): public limited company
business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: November 18, 1969 Actual Estimate

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State;

CN for Canada; FN for other foreign jurisdiction)

P N

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).
When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering.
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed.
Information Required: A new filing must contain all information requested.
Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.



A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) Chow, Chung Kong Sir

Business or Residence Address (Number and Street, City, State, Zip Code) Suite 2102 Parkside, Pacific Place, 88 Queensway, Hong Kong

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) Davies, Evan Mervyn, CBE

Business or Residence Address (Number and Street, City, State, Zip Code) 1 Drayton Gardens, London, SW10 9RY, England

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) DeNoma, Michael Bernard

Business or Residence Address (Number and Street, City, State, Zip Code) 33 Beechwood Drive, Singapore, 738102

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) Dundas, James Frederick Trevor

Business or Residence Address (Number and Street, City, State, Zip Code) 16 Norland Square, London, W11 4PX, England

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) Gooding, Valerie Frances, CBE

Business or Residence Address (Number and Street, City, State, Zip Code) La Pineta, East Road, Weybridge, Surrey, KT13 0LE, England

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) Ho, Kwon Ping

Business or Residence Address (Number and Street, City, State, Zip Code) 36 King Albert Park, Singapore, 598320

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) Keljik, Christopher Avedis

Business or Residence Address (Number and Street, City, State, Zip Code) 62A Flood Street, London, SW3 5TE, England

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) Markham, Rudolph Harold Peter

Business or Residence Address (Number and Street, City, State, Zip Code) Unilever House, Blackfriars, London, EC4P 4BQ, England

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) Markland, Ruth

Business or Residence Address (Number and Street, City, State, Zip Code) Flat 4 31-32 Ennismore Gardens, London, SW7 1AE

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) Meddings, Richard Henry

Business or Residence Address (Number and Street, City, State, Zip Code) Slip Mill, Slip Mill Road, Hawkhurst, Cranbrook, Kent, TN18 5AB, England

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) Nargolwala, Kaikhushru Shiavax

Business or Residence Address (Number and Street, City, State, Zip Code) 11 White House Park, Singapore, 257630

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) Norton, Hugh Edward

Business or Residence Address (Number and Street, City, State, Zip Code) Issues Mill, Silver Street, Chew Magna, Bristol BS408RE, England

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) Sanderson, Bryan Kaye, CBE

Business or Residence Address (Number and Street, City, State, Zip Code) 40 Netherhall Gardens, Hamstead, London, NW3 5TP, England

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) Sands, Peter Alexander

Business or Residence Address (Number and Street, City, State, Zip Code) 14 Highbury Terrace, London, N5 1UP, England

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) Skinner, Paul David

Business or Residence Address (Number and Street, City, State, Zip Code) 11 Babmaes Street, London, SW1Y 6HD, England

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) Stocken, Oliver Henry James

Business or Residence Address (Number and Street, City, State, Zip Code) 25C Marryat Road, London, SW19 5BB, England

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) Brimacombe, David John

Business or Residence Address (Number and Street, City, State, Zip Code) Edlins, Aston Uphorpe, Oxfordshire, OX11 9EF, England

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$ n/a
3. Does the offering permit joint ownership of a single unit? Yes No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual) UBS Limited
 Business or Residence Address (Number and Street, City, State, Zip Code) 1 Finsbury Avenue, London EC2M 2PP, England
 Name of Associated Broker or Dealer UBS Financial Services Inc.
 States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States)..... All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual) Cazenove & Co. LTD
 Business or Residence Address (Number and Street, City, State, Zip Code) 20 Moorgate, London EC2R 6DA, England
 Name of Associated Broker or Dealer Cazenove Incorporated
 States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States)..... All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)
 Business or Residence Address (Number and Street, City, State, Zip Code)
 Name of Associated Broker or Dealer
 States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States)..... All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price(a)	Amount Already Sold(b)
Debt.....	£0	£0
Equity.....	£166,285,400.00	£166,285,400.00
Convertible Securities (including warrants).....	£0	£0
Partnership Interests.....	£0	£0
Other (Specify _____).....	£0	£0
Total.....	£0	£0

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors(c)	Aggregate Amount of Purchases(b)
Accredited Investors.....	22	£166,285,400.00
Non-accredited investors.....	0	£0
Total (for filings under Rule 504 only).....		

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Amount Sold
Rule 505.....		£
Regulation A.....		£
Rule 504.....		£
Total.....		£

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/>	£0
Printing and Engraving Costs.....	<input type="checkbox"/>	£0
Legal Fees.....	<input type="checkbox"/>	£20,000
Accounting Fees.....	<input type="checkbox"/>	£0
Engineering Fees.....	<input type="checkbox"/>	£0
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	£2,078,567.50
Other Expenses (identify).....	<input type="checkbox"/>	£0
Total.....	<input type="checkbox"/>	£2,098,567.50

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

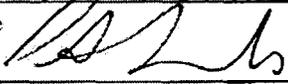
£164,186,832.50

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	<input type="checkbox"/> £ _____	<input type="checkbox"/> £ _____
Purchase of real estate	<input type="checkbox"/> £ _____	<input type="checkbox"/> £ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> £ _____	<input type="checkbox"/> £ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> £ _____	<input type="checkbox"/> £ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input checked="" type="checkbox"/> £ _____	<input type="checkbox"/> <u>£164,186,832.50</u>
Repayment of indebtedness	<input type="checkbox"/> £ _____	<input type="checkbox"/> £ _____
Working capital	<input type="checkbox"/> £ _____	<input type="checkbox"/> £ _____
Other (specify): _____	<input type="checkbox"/> £ _____	<input type="checkbox"/> £ _____
.....	<input type="checkbox"/> £ _____	<input type="checkbox"/> £ _____
Column Totals	<input type="checkbox"/> £ _____	<input type="checkbox"/> £ _____
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> <u>£164,186,832.50</u>	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Standard Chartered PLC	Signature 	Date 28 January 2005
Name of Signer (Print or Type) Peter Alexander Sands	Title of Signer (Print or Type) Group Executive Director	
Issuer (Print or Type)	Signature	Date
Name of Signer (Print or Type)	Title of Signer (Print or Type)	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)