

FORM D

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

Amendment No. 1 to

FORM D

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

1140625

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	
Estimated average burden hours per response . . .	16.00



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

Up to US \$2,000,000,000 aggregate principal amount outstanding at any one time of Statoil ASA's short-term unsecured promissory notes having maturities not exceeding 270 days from their dates of issuance, issued from time to time in transactions not involving a public offering within the meaning of Section 4(2) of the Securities Act of 1933 and Rule 506 thereunder.

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

Type of Filing:  New Filing  Amendment

PROCESSED

A. BASIC IDENTIFICATION DATA

FEB 10 2006

1. Enter the information requested about the issuer

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

K THOMSON FINANCIAL

Statoil ASA (formerly Den norske stats oljeselskap a.s)

Address of Executive Offices <b>Forusbeen 50, N-4035 Stavanger, Norway</b>	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code) <b>+47 51 99 00 00</b>
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Address of Principal Business Operations (if different from Executive Offices) <b>Same</b>	(Number and Street, City, State, Zip Code) <b>Same</b>	Telephone Number (Including Area Code) <b>Same</b>
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Brief Description of Business

Statoil ASA is an integrated oil and gas company with substantial international activities. Based on both production and reserves it is a major international oil and gas company and the largest in Scandinavia. Statoil is one of the world's biggest sellers of crude oil and is also a major supplier of natural gas in the European market.

Type of Business Organization

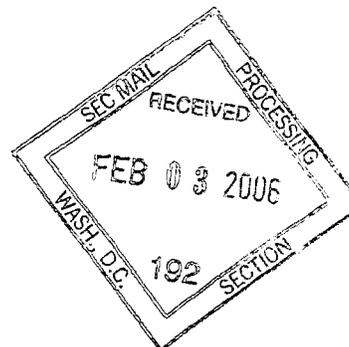
- corporation
- limited partnership, already formed
- business trust
- limited partnership, to be formed
- other (please specify):

Month Year

Actual or Estimated Date of Incorporation or Organization:  Actual  Estimated

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

CN for Canada; FN for other foreign jurisdiction)



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## 1. 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. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

*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. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

*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. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

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### 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 OF 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  Promoter  Beneficial  Executive   General and/or  
Apply: Owner Officer Director Managing Partner

Full Name (Last name first, if individual)

Kingdom of Norway

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

Royal Ministry of Petroleum & Energy, P.O. Box 8148 Dep., N-0033 Oslo, Norway

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

Full Name (Last name first, if individual)

Jannik Lindbæk

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

Forusbeen 50, N-4035, Stavanger, Norway

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

Full Name (Last name first, if individual)

Kaci Kullman Five

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

Forusbeen 50, N-4035, Stavanger, Norway

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

Full Name (Last name first, if individual)

Knut Åm

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

Forusbeen 50, N-4035, Stavanger, Norway

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

Full Name (Last name first, if individual)

Finn A Hvistendahl

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

Forusbeen 50, N-4035, Stavanger, Norway

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

Full Name (Last name first, if individual)

Grace Reksten Skaugen

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

Forusbeen 50, N-4035, Stavanger, Norway

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

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- 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)

Ingrid Wiik

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

Forusbeen 50, N-4035, Stavanger, Norway

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

Full Name (Last name first, if individual)

Stein Bredal

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

Forusbeen 50, N-4035, Stavanger, Norway

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

Full Name (Last name first, if individual)

Lill-Heidi Bakkerud

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

Forusbeen 50, N-4035, Stavanger, Norway

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

Full Name (Last name first, if individual)

Morten Svaan

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

Forusbeen 50, N-4035, Stavanger, Norway

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

Full Name (Last name first, if individual)

Helge Lund

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

Forusbeen 50, N-4035, Stavanger, Norway

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

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- 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)

Terje Overvik

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

Forusbeen 50, N-4035, Stavanger, Norway

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

Full Name (Last name first, if individual)

Nina Udnes Tronstad

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

Forusbeen 50, N-4035, Stavanger, Norway

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

Full Name (Last name first, if individual)

Rune Bjørnson

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

Forusbeen 50, N-4035, Stavanger, Norway

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

Full Name (Last name first, if individual)

Peter Mellbye

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

Forusbeen 50, N-4035, Stavanger, Norway

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

Full Name (Last name first, if individual)

Jon Arnt Jacobsen

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

Forusbeen 50, N-4035, Stavanger, Norway

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

Full Name (Last name first, if individual)

Margareth Øvrum

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

Forusbeen 50, N-4035, Stavanger, Norway

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

**A. BASIC IDENTIFICATION OF DATA**

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- 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)

Eldar Sætre

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

Forusbeen 50, N-4035, Stavanger, Norway

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

Full Name (Last name first, if individual)

Jens R Jenssen

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

Forusbeen 50, N-4035, Stavanger, Norway

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

Full Name (Last name first, if individual)

Reidar Gjærum

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

Forusbeen 50, N-4035, Stavanger, Norway

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)

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? ..... \$ 250,000

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)  
**Credit Suisse Securities (USA) LLC**  
 Business or Residence Address (Number and Street, City, State, Zip Code)  
**11 Madison Avenue, New York, NY 10010**  
 Name of Associated Broker or Dealer  
**N/A**

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)  
**Goldman, Sachs & Co.**  
 Business or Residence Address (Number and Street, City, State, Zip Code)  
**85 Broad Street, New York, NY 10004**  
 Name of Associated Broker or Dealer  
**N/A**

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)  
**J.P. Morgan Securities Inc.**  
 Business or Residence Address (Number and Street, City, State, Zip Code)  
**270 Park Avenue, New York, NY 10017**  
 Name of Associated Broker or Dealer  
**N/A**

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]

**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	Amount Already Sold
Debt.....	\$ 2,000,000,000 (a)	\$ 690,000,000(b)
Equity.....	\$ _____	\$ _____
	<input type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other (Specify _____).....	\$ _____	\$ _____
 Total.....	 \$ 2,000,000,000 (a)	 \$ 690,000,000(b)

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	Aggregate Dollar Amount of Purchases
Accredited Investors.....	16 (b)	\$ 690,000,000(b)
Non-accredited investors.....	N/A	\$ N/A
Total (for filings under Rule 504 only).....	N/A	\$ N/A

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	Dollar Amount Sold
Rule 505.....	N/A	\$ N/A
Regulation A.....	N/A	\$ N/A
Rule 504.....	N/A	\$ N/A
Total.....	N/A	\$ N/A

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"/>	\$ _____ N/A
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ _____ N/A
Legal Fees.....	<input checked="" type="checkbox"/>	\$ _____ 85,000
Accounting Fees.....	<input type="checkbox"/>	\$ _____ N/A
Engineering Fees.....	<input type="checkbox"/>	\$ _____ N/A
Sales Commissions (specify finders' fees separately).....	<input checked="" type="checkbox"/>	\$ _____ (c)
Other Expenses (identify)		
<u>Rating Agency Fees</u> .....	<input checked="" type="checkbox"/>	\$ _____ 72,500(d)
Total.....	<input checked="" type="checkbox"/>	\$ _____ 157,500

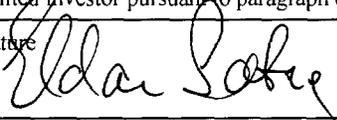
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$ \_\_\_\_\_ 1,999,842,500

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 type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Repayment of indebtedness.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Working capital.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Other (specify): General Corporate Purposes.....	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ <u>1,999,842,500</u>
_____.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Column Totals.....	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ <u>1,999,842,500</u>
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> \$ <u>1,999,842,500</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) Statoil ASA	Signature 	Date January 31, 2006
Name of Signer (Print or Type) Eldar Sætre	Title of Signer (Print or Type) Executive Vice President and Chief Financial Officer	

- (a) This is a continuous offering commercial paper program. Figure represents the maximum amount of short-term notes authorized to be outstanding at any one time.
- (b) Number (or amount, as applicable) as of January 26, 2006.
- (c) See Schedule I.
- (d) Figure represents estimated fixed annual rating agency fees for the year 2006.

**ATTENTION**

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

## Schedule I

- (c) Notes may be offered and sold to investors or dealers at par (without paying any sales commissions). Depending on market conditions, however, the issuer may from time to time pay the dealers sales commissions or sell notes less a discount from the face amount. Since it is impracticable for the issuer to estimate whether any such commissions will be paid or notes issued at a discount, it has been assumed for purposes of this Form D that all notes will be sold at par without payment of commission or deduction of discount.