

LyondellBasell Industries N.V.
Form SC 13G/A
December 20, 2010

OMB APPROVAL

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

Information to Be Included in Statements Filed Pursuant to Rules 13d-1 (b), (c), and (d)
and Amendments Thereto Filed Pursuant to Rule 13d-2

(Amendment No. 1)*

Lyondellbasell Industries N. V.
(Name of Issuer)

Class A ordinary shares, par value €0.04 per share
(Title of Class of Securities)

N53745100
(CUSIP Number)

December 13, 2010
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule
13d-1(b)
- Rule
13d-1(c)
- Rule
13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. N53745100

13G

1 NAME OF REPORTING PERSONS

The Royal Bank of Scotland N.V.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Country of Origin: The Netherlands
Netherlands

Registered: The Netherlands

5 SOLE VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

2,301,641

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

2,301,641

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,301,641

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.41%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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CUSIP No. N53745100

13G

1 NAME OF REPORTING PERSONS

RBS Holdings N.V.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Country of Origin: The Netherlands
Netherlands

Registered: The

5 SOLE VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

2,301,641

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

2,301,641

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,301,641

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.41%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC, CO

3 of 11

CUSIP No. N53745100

13G

1 NAME OF REPORTING PERSONS

RFS Holdings B.V.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Country of Origin: The Netherlands
Netherlands

Registered: The

5 SOLE VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

2,301,641

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

2,301,641

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,301,641

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.41%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC, CO

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CUSIP No. N53745100

13G

1 NAME OF REPORTING PERSONS

The Royal Bank of Scotland plc

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Country of Origin: United Kingdom

Registered: Scotland

5 SOLE VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

134,072

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

134,072

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

134,072

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.02%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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CUSIP No. N53745100

13G

1 NAME OF REPORTING PERSONS

The Royal Bank of Scotland Group plc

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Country of Origin: United Kingdom

Registered: Scotland

5 SOLE VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

2,435,713

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

2,435,713

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,435,713

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.43%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC, CO

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Item 1(a). Name of Issuer:

Lyondellbasell Industries N.V.

Item 1(b). Address of Issuer's Principal Executive Offices:

Weena 737, 3013AM Rotterdam, The Netherlands.

Item 2(a). Name of Person Filing:

This Schedule 13G is being filed by The Royal Bank of Scotland Group Plc ("RBSG"), a public limited company incorporated in the United Kingdom and registered in Scotland. The persons reporting information on this Schedule 13G include, in addition to RBSG, RFS Holdings B.V., a private company incorporated and registered in the The Netherlands ("RFS"); and RBS Holdings N.V. ("RBSH"), a public limited company incorporated and registered in The Netherlands; The Royal Bank of Scotland N.V. ("RBS N.V."), a public limited company incorporated and registered in The Netherlands; and The Royal Bank of Scotland Plc ("RBS"), a public limited company incorporated and registered in Scotland. RBSG, RBS, RFS, RBSH and RBS N.V. are bank holding companies within the meaning of the Bank Holding Company Act of 1956, as amended. All of the shares of RBS N.V. are owned by RBSH, 100% of the shares of RBSH are owned by RFS and 38.28% of the shares of RFS are owned by RBSG. All of the shares of RBS are owned by RBSG.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The registered offices of RBSG and RBS are located at 36 St. Andrew Square, Edinburgh, Scotland EH12 1HQ.

The registered office of RFS is located at Strawinskylaan 3105, 1077 ZX, Amsterdam, Netherlands.

The registered offices of RBSH and RBS N.V. are located at Gustav Mahlerlaan, 10, 1082 PP, Amsterdam, The Netherlands.

Item 2(c). Citizenship:

RBSG and RBS are organized in the United Kingdom.

RFS, RBSH and RBS N.V. are organized in the Netherlands.

Item 2(d). Title of Class of Securities:

Class A ordinary shares, par value €0.04 per share

Item 2(e). CUSIP Number:

N53745100

Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);

- (c) o Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);

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- (d) o Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) o An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

None of the above.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of issuer identified in Item 1.

- (a) Amount beneficially owned: RBS N.V. is the record owner of 2,301,641 shares of the Issuer (the "Record Shares") as of October 14, 2010. As RBSH holds 100% of the shares of RBS N.V., RBSH may be deemed to own, beneficially, the Record Shares. As RFS holds 100% of the shares of RBSH, RFS may be deemed to own, beneficially the Record Shares. As RBSG owns 38