

ROYAL BANK OF SCOTLAND GROUP PLC  
Form 6-K  
January 31, 2011

FORM 6-K  
SECURITIES AND EXCHANGE COMMISSION  
Washington D.C. 20549

Report of Foreign Private Issuer

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

For the month of January 2011

Commission File Number: 001-10306

The Royal Bank of Scotland Group plc

RBS, Gogarburn, PO Box 1000  
Edinburgh EH12 1HQ

(Address of principal executive offices)

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

Form 20-F  X

Form 40-F  \_\_\_

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): \_\_\_\_\_

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): \_\_\_\_\_

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  \_\_\_

No  X

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-  
\_\_\_\_\_

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The following information was issued as Company announcements in London, England and is furnished pursuant to General Instruction B to the General Instructions to Form 6-K:

- Exhibit 1 Holding(s) in Company dated 06 January 2011
- Exhibit 2 Director/PDMR Shareholding dated 10 January 2011
- Exhibit 3 Total Voting Rights dated 31 January 2011

Exhibit 1

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TR-1: Notification of Major Interest in Shares

1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached:

The Royal Bank of Scotland Group plc

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2 Reason for the notification

(please tick the appropriate box or boxes):

An acquisition or disposal of voting rights

An acquisition or disposal of qualifying financial instruments which may result in the acquisition of shares already issued to which voting rights are attached

An acquisition or disposal of instruments with similar economic effect to qualifying financial instruments

An event changing the breakdown of voting rights

x

Other (please specify):

3. Full name of person(s) subject to the notification obligation:

The Solicitor for the affairs of Her Majesty's Treasury

iii

4. Full name of shareholder(s)

(if different from 3.):iv

5. Date of the transaction and date on which the threshold is crossed or reached:

31 December 2010

v

6. Date on which issuer notified:

5 January 2011

7. Threshold(s) that is/are crossed or reached:

Fallen below 68%

vi, vii

8. Notified details:

A: Voting rights attached to shares  
viii, ix

| Class/type of shares | Situation previous to the triggering transaction |                  | Resulting situation after the triggering transaction |                         |                                   |              |                             |          |
|----------------------|--|------------------|--|-------------------------|-----------------------------------|--------------|-----------------------------|----------|
|                      | if possible using the ISIN CODE                  | Number of Shares | Number of Voting Rights                              | Number of shares Direct | Number of voting rights Direct xi | Indirect xii | % of voting rights x Direct | Indirect |
| GB0007547838         | 39,644,835,194                                   | 39,644,835,194   | 39,644,835,194                                       | 39,644,835,194          |                                   |              | 67.81%                      |          |

B: Qualifying Financial Instruments

Resulting situation after the triggering transaction

| Type of financial instrument | Expiration date | Exercise/ Conversion Period | Number of voting rights that may be acquired if the instrument is exercised/ converted. | % of voting rights |
|------------------------------|-----------------|-----------------------------|---|--------------------|
|                              | xiii            | xiv                         |   |                    |

C: Financial Instruments with similar economic effect to Qualifying Financial Instruments

xv, xvi

Resulting situation after the triggering transaction

| Type of financial instrument | Exercise price                | Expiration date | Exercise/ Conversion period | Number of voting rights instrument refers to                                  | % of voting rights | Nominal   | Delta |
|------------------------------|-------------------------------|-----------------|-----------------------------|---|--------------------|---|-------|
|                              |                               | xvii            | xviii                       |   | xix, xx            |   |       |
| Series 1 class B shares      | £0.50 (subject to adjustment) | -               | Any time                    | Up to 51,000,000,000 (depending on extent of conversion into ordinary shares) |                    | Up to 46.6% (on a diluted basis - see section 13 below) |       |

Total (A+B+C)

Number of voting rights

90,644,835,194

Percentage of voting rights

82.81%

9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable:

xxi

UKFI Financial Investments Limited, a company wholly-owned by Her Majesty's Treasury, is entitled to exercise control over the voting rights which are the subject of this notification (pursuant to certain management arrangements agreed with Her Majesty's Treasury).

The solicitor for the affairs of Her Majesty's Treasury is acting as nominee for Her Majesty's Treasury.

Proxy Voting:

10. Name of the proxy holder:

11. Number of voting rights proxy holder will cease to hold:

12. Date on which proxy holder will cease to hold voting rights:

13. Additional information: On 31 December 2010 The Royal Bank of Scotland Group plc issued 486,666,612 ordinary shares in relation to the conversion of 7.387% non-cumulative sterling preference shares into ordinary shares.

The conversion of the non-voting series 1 class B shares into ordinary shares will be effected by the issue by The Royal Bank of Scotland Group plc of new ordinary shares. The total percentage of voting rights is therefore shown in this form on a diluted basis.

14. Contact name: Andy Donald, UKFI Financial Controller and Compliance Officer

15. Contact telephone number: +44 (0)20 7070 5941

Exhibit 2

**NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS**

This form is intended for use by an issuer to make a RIS notification required by DR 3.3

- (1) An issuer making a notification in respect of a transaction relating to the shares or debentures of the issuer should complete boxes 1 to 16, 23 and 24.
- (2) An issuer making a notification in respect of a derivative relating to the shares of the issuer should complete boxes 1 to 4, 6, 8, 13, 14, 16, 23 and 24.
- (3) An issuer making a notification in respect of options granted to a director/person discharging managerial responsibilities should complete boxes 1 to 3 and 17 to 24.
- (4) An issuer making a notification in respect of a financial instrument relating to the shares of the issuer (other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

Please complete all relevant boxes in block capital letters.

1. Name of the issuer

The Royal Bank of Scotland Group plc

2. State whether the notification relates to (i) a transaction notified in accordance with DTR 3.1.2 R, (ii) a disclosure made in accordance LR 9.8.6R(1) or (iii) a disclosure made in accordance with section 793 of the Companies Act (2006).

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3. Name of person discharging managerial responsibilities/director

Christopher Paul Sullivan

4. State whether notification relates to a person connected with a person discharging managerial responsibilities/director named in 3 and identify the connected person

N/A

5. Indicate whether the notification is in respect of a holding of the person referred to in 3 or 4 above or in respect of a non-beneficial interest

In respect of a holding of the person referred to in 3

6. Description of shares (including class), debentures or derivatives or financial instruments relating to shares

Ordinary shares of £0.25

7. Name of registered shareholders(s) and, if more than one, the number of shares held by each of them

The Royal Bank of Scotland plc Trustee Account BAYE and Profit Sharing

8. State the nature of the transaction

Participation in The Royal Bank of Scotland Group plc Share Incentive Plan

9. Number of shares, debentures or financial instruments relating to shares acquired

312

10. Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage)

0.0000005%

11. Number of shares, debentures or financial instruments relating to shares disposed

-

12. Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating percentage)

-

13. Price per share or value of transaction

£0.4013

14. Date and place of transaction

7 January 2011

15. Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)

24,268 shares 0.00004%

16. Date issuer informed of transaction

7 January 2011

If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes

17. Date of grant

-

18. Period during which or date on which it can be exercised

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

-

20. Description of shares or debentures involved (class and number)

-

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

-

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

-

23. Any additional information

-

24. Name of contact and telephone number for queries

Aileen Taylor, Group Secretary

0131 626 4099

Name and signature of duly authorised officer of issuer responsible for making notification

Aileen Taylor, Group Secretary

Date of notification

10 January 2011

Exhibit 3

The Royal Bank of Scotland Group plc

Total Voting Rights - Conformity with the Disclosure and Transparency Rules

In conformity with the Disclosure and Transparency Rules, The Royal Bank of Scotland Group plc ('RBSG') hereby notifies the following in respect of its issued share capital with voting rights as at 31 January 2011:-

| Share Class and nominal value           | Number of Voting Shares issued | Voting rights per share | Total Voting rights - 31 Jan 11 |
|---|--------------------------------|-------------------------|---------------------------------|
| Ordinary shares of £0.25                | 58,508,983,981                 |                         | 158,508,983,981                 |
| 1 1 %                                   | 500,000                        | 4                       | 2,000,000                       |
| Cumulative Preference Shares of £1 5.5% | 400,000                        | 4                       | 1,600,000                       |
| Cumulative Preference                   |                                |                         |                                 |

|   |            |   |            |
|---|------------|---|------------|
| Shares of £1<br>Non-cumulative<br>Preference                              | 54,442     | 1 | 54,442     |
| Shares of £1<br>(series 1)<br>Non-cumulative<br>Preference                | 1,250,000  | 4 | 5,000,000  |
| Shares of €1<br>(Series 1)<br>Non-cumulative<br>Preference                | 784,989    | 4 | 3,139,956  |
| Shares of €1<br>(Series 2)<br>Non-cumulative<br>Preference                | 9,429      | 1 | 9,429      |
| Shares of €1<br>(Series 3)<br>Non-cumulative<br>Preference                | 23,125,869 | 4 | 92,503,476 |
| Shares of<br>U S \$ 0 . 0 1<br>(Series M)<br>Non-cumulative<br>Preference | 22,113,160 | 4 | 88,452,640 |
| Shares of<br>U S \$ 0 . 0 1<br>(Series N)<br>Non-cumulative<br>Preference | 9,883,307  | 4 | 39,533,228 |
| Shares of<br>U S \$ 0 . 0 1<br>(Series P)<br>Non-cumulative<br>Preference | 20,646,938 | 4 | 82,587,752 |
| Shares of<br>U S \$ 0 . 0 1<br>(Series Q)<br>Non-cumulative<br>Preference | 10,163,932 | 4 | 40,655,728 |
| Shares of<br>U S \$ 0 . 0 1<br>(Series R)<br>Non-cumulative<br>Preference | 26,449,040 | 1 | 26,449,040 |
| Shares of<br>U S \$ 0 . 0 1<br>(Series S)<br>Non-cumulative<br>Preference | 51,245,839 | 1 | 51,245,839 |



|                  |                 |     |                |
|------------------|-----------------|-----|----------------|
| (Series T)       |                 |     |                |
| Non-cumulative   | 10,130          | 1   | 10,130         |
| Preference       |                 |     |                |
| Shares of        |                 |     |                |
| US \$ 0.01       |                 |     |                |
| (Series U)       |                 |     |                |
| Series 1 class B | 51,000,000,000  | N/A | N/A            |
| shares of £0.01  |                 |     |                |
| Total:           | 109,675,621,056 |     | 58,942,225,641 |

of which none are held in Treasury.

The above figures may be used by shareholders of the respective classes of shares as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in their shareholding, under the FSA's Disclosure and Transparency Rules.

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.

Date: 31 January 2011

THE ROYAL BANK OF  
SCOTLAND GROUP plc  
(Registrant)

By: /s/ Jan Cargill

Name: Jan Cargill  
Title: Deputy Secretary