

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **2009-01-26**  
SEC Accession No. **0001104659-09-004110**

(HTML Version on [secdatabase.com](http://secdatabase.com))

### SUBJECT COMPANY

#### **STATOILHYDRO ASA**

CIK: **1140625** | IRS No.: **000000000** | Fiscal Year End: **1231**  
Type: **SC 13D/A** | Act: **34** | File No.: **005-84047** | Film No.: **09545807**  
SIC: **2911** Petroleum refining

Mailing Address  
*FORUSBEEN 50  
STAVANGER Q8 N 4035*

Business Address  
*FORUSBEEN 50  
STAVANGER NORWAY Q8 N  
4035  
47 51 99 00 00*

### FILED BY

#### **Kingdom of Norway, Ministry of Petroleum & Energy**

CIK: **1436097** | IRS No.: **000000000**  
Type: **SC 13D/A**

Mailing Address  
*EINAR GERHARDESENS  
PLASS 1  
P.O. BOX 8148 DEP  
OSLO Q8 NO 0033*

Business Address  
*EINAR GERHARDESENS  
PLASS 1  
P.O. BOX 8148 DEP  
OSLO Q8 NO 0033  
47 22 24 90 90*

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

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 2)\***

**StatoilHydro ASA**

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(Name of Issuer)

**Ordinary shares, nominal value of NOK 2.50**

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(Title of Class of Securities)

**85771P102\*\***

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(CUSIP Number)

**Lance D. Myers, Esq.  
Holland & Knight LLP  
195 Broadway  
24<sup>th</sup> Floor  
New York, NY 10007  
Telephone: (212) 513-3200**

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(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**January 23, 2009**

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(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of sections 240.13d-1(e), 240.13d-1(f) or 140.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See section 240.13d-7 for other parties to whom copies are to be sent.

\* 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.

\*\* This CUSIP number is for the related American Depositary Shares. The ordinary shares are not listed for trading in U.S. markets and have not been assigned a CUSIP number.

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).

1 Names of Reporting Persons.  
Kingdom of Norway, Ministry of Petroleum & Energy

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2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

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(b)

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3 SEC Use Only

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4 Source of Funds (See Instructions)  
OO

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5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

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6 Citizenship or Place of Organization  
Norway

---

7 Sole Voting Power  
2,124,873,491

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8 Shared Voting Power  
0

---

9 Sole Dispositive Power  
2,124,873,491

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10 Shared Dispositive Power

0

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11 Aggregate Amount Beneficially Owned by Each Reporting Person  
2,124,873,491

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12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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13 Percent of Class Represented by Amount in Row (11)  
66.6%(1)

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14 Type of Reporting Person (See Instructions)  
OO

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(1) Based upon 3,188,647,103 ordinary shares outstanding as of September 30, 2008, as reported in the Issuer's Form 6-K filed with the Securities and Exchange Commission on November 3, 2008.

CUSIP No. 85771P102

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**Item 1. Security and Issuer**

This Amendment No. 2 amends and supplements the initial statement on Schedule 13D filed by the Reporting Person with the Securities and Exchange Commission on October 6, 2008, as amended on October 29, 2008 (the "Schedule 13D"), and relates to the ordinary shares, nominal value of NOK 2.50 (the "Shares"), of StatoilHydro ASA, a public limited company organized under the laws of Norway (the "Issuer"). The principal executive office of the Issuer is located at Forusbeen 50, N-4035, Stavanger, Norway.

The purpose of this Amendment No. 2 is to amend and supplement the information relating to the Reporting Person's beneficial ownership of the Shares, including the information set forth in Item 5 to Schedule 13D. Except as specifically amended and supplemented hereby, all other items to Schedule 13D remain as originally-stated in Schedule 13D. Capitalized terms used herein and not otherwise defined shall have the respective meanings ascribed to such terms in Schedule 13D.

**Item 5. Interest in Securities of the Issuer**

Item 5 to Schedule 13D is amended and supplemented as follows:

- (a) Number of Shares beneficially owned by MPE:
- 2,124,873,491 (66.6% of the Shares outstanding)
- (b) Number of Shares as to which MPE has:
- (i) Sole power to vote or to direct the vote:
- 2,124,873,491
- (ii) Shared power to vote or to direct the vote:
- 0
- (iii) Sole power to dispose or to direct the disposition of:
- 2,124,873,491
- (iv) Shared power to dispose or to direct the disposition of:
- 0
- (c) The following table describes the transactions in Shares effected by MPE since the filing of Amendment No. 1 to Schedule 13D:

Date	Number of Shares	Price paid per Share(2)	Nature of Transaction
November 4, 2008	819,850	\$ 20.69 (NOK 136.82)	Open market, broker' s transaction
November 5, 2008	1,250,000	\$ 21.27 (NOK 142.04)	Open market, broker' s transaction
November 6, 2008	2,375,000	\$ 19.97 (NOK 134.40)	Open market, broker' s transaction
November 7, 2008	883,500	\$ 19.43 (NOK 132.64)	Open market, broker' s transaction
November 11, 2008	1,170,000	\$ 19.32 (NOK 130.20)	Open market, broker' s transaction
November 12, 2008	4,000,000	\$ 17.42 (NOK 119.49)	Open market, broker' s transaction
November 13, 2008	2,700,000	\$ 16.09 (NOK 112.81)	Open market, broker' s transaction
November 17, 2008	1,823,450	\$ 16.23 (NOK 112.08)	Open market, broker' s transaction
November 18, 2008	2,170,000	\$ 15.87 (NOK 110.20)	Open market, broker' s transaction
November 19, 2008	2,853,000	\$ 15.39 (NOK 108.25)	Open market, broker' s transaction
November 20, 2008	3,135,050	\$ 14.49 (NOK 101.74)	Open market, broker' s transaction
November 21, 2008	1,695,000	\$ 14.79 (NOK 104.57)	Open market, broker' s transaction
November 26, 2008	2,000,000	\$ 16.32 (NOK 115.72)	Open market, broker' s transaction
December 2, 2008	1,040,000	\$ 15.54 (NOK 109.58)	Open market, broker' s transaction
January 8, 2009	1,932,000	\$ 17.42 (NOK 121.32)	Open market, broker' s transaction
January 12, 2009	1,336,100	\$ 16.90 (NOK 118.78)	Open market, broker' s transaction
January 15, 2009	47,500	\$ 16.10 (NOK 115.99)	Open market, broker' s transaction
January 21, 2009	1,697,800	\$ 17.32 (NOK 120.45)	Open market, broker' s transaction
January 23, 2009	1,898,700	\$ 16.79 (NOK 118.01)	Open market, broker' s transaction

(2) The Shares acquired by MPE have been purchased through the Oslo Stock Exchange with Norwegian Kroner, NOK. The USD rate included in the price paid per Share is based upon the daily exchange rate USD:NOK given by the Norwegian Central Bank.

- (d) No person other than MPE has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the Shares beneficially owned by MPE.

CUSIP No. 85771P102

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**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Kingdom of Norway,  
Ministry of Petroleum & Energy**

January 26, 2009

\_\_\_\_\_  
Date

/s/ Johan A. Alstad

\_\_\_\_\_  
Signature

Johan A. Alstad, Deputy Director General

\_\_\_\_\_  
Name/Title