

ROYAL BANK OF SCOTLAND GROUP PLC  
Form 6-K  
March 07, 2014

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 March 07, 2014

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 a Company announcement in London, England and is furnished pursuant to General Instruction B to the General Instructions to Form 6-K:

The Royal Bank of Scotland Group plc  
7 March 2014

NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS IN ACCORDANCE WITH DTR 3.1.4R AND DTR 3.1.2R

1. The Royal Bank of Scotland Group plc (the "Company") announces that conditional awards over ordinary shares of £1 in the Company ("Shares"), granted under the RBS 2010 Deferral Plan between March 2011 and March 2013 to the Directors and/or Persons Discharging Managerial Responsibility ("PDMRs") set out below, vested on 7 March 2014. The number of Shares sold to meet relevant tax liabilities arising on vesting and the number of vested Shares retained by each PDMR is set out below:-

| Director / PDMR      | No. of Shares vested | No. of Shares sold to satisfy relevant tax liability | No. of vested Shares retained |
|----------------------|----------------------|--|-------------------------------|
| Elaine Arden         | 19,183               | 9,031  | 10,152                        |
| Rory Cullinan        | 270,446              | 127,301  | 143,145                       |
| Leslie Matheson      | 13,808               | 6,501  | 7,307                         |
| Ross McEwan          | 18,799               | 8,849  | 9,950                         |
| Alison Rose          | 93,248               | 43,894   | 49,354                        |
| David Stephen        | 51,682               | 24,328   | 27,354                        |
| Christopher Sullivan | 77,117               | 36,301   | 40,816                        |
| Bruce Van Saun       | 308,473              | 170,672  | 137,801                       |
| Donald Workman       | 25,904               | 12,195   | 13,709                        |

The market price per Share on the date of vesting was £3.326. Vested Shares retained after payment of relevant tax liabilities are subject to a six month retention period from vesting and are held in the Computershare Retained Shares Nominee account.

2. The Company announces that conditional awards over Shares, granted under the RBS 2010 Long Term Incentive Plan on 7 March 2011 (or as otherwise stated) to the PDMRs set out below, vested on 7 March 2014. The number of Shares sold to meet relevant tax liabilities arising on vesting and the number of vested Shares retained by each PDMR is set out below:-

| Director / PDMR             | No. of Shares vested | No. of Shares sold to satisfy relevant tax liability | No. of Shares retained |
|-----------------------------|----------------------|--|------------------------|
| Elaine Arden                | 58,789               | 27,673   | 31,116                 |
| Rory Cullinan               | 134,856              | 63,478   | 71,378                 |
| Leslie Matheson             | 58,078               | 27,338   | 30,740                 |
| Simon McNamara <sup>1</sup> | 17,619               | 8,294  | 9,325                  |
| David Stephen               | 63,551               | 29,914   | 33,637                 |
| Christopher Sullivan        | 159,299              | 74,984   | 84,315                 |
| Bruce Van Saun              | 170,677              | 96,018   | 74,659                 |
| Donald Workman              | 43,285               | 20,375   | 22,910                 |

<sup>1</sup> Granted and announced on 8 November 2013.

The market price per Share on the date of vesting was £3.326. Vested Shares retained after payment of relevant tax liabilities are subject to a six month retention period from vesting and are held in the Computershare Retained Shares Nominee account.

3. The Company announces that conditional awards over Shares have been granted on 7 March 2014 under the RBS 2010 Deferral Plan to the PDMRs set out below. The awards are eligible to vest between June 2014 and March 2017 and are subject to clawback provisions.

| Director / PDMR | Maximum no. of Shares eligible to vest |
|-----------------|--|
| Rory Cullinan   | 785,540                                |
| Alison Rose     | 266,932                                |
| Donald Workman  | 144,906                                |

The market price per Share used on the grant of the above awards was £3.278. Vested Shares retained after payment of relevant tax liabilities will be subject to a six month retention period from vesting.

4. The Company announces that conditional awards over Shares have been granted on 7 March 2014 under the RBS 2010 Long Term Incentive Plan to the PDMRs set out below. The awards are eligible to vest on 7 March 2017 (or as otherwise stated), subject to the achievement of performance conditions. Clawback provisions will also apply.

| Director / PDMR             | No. of Shares representing the initial notional value of award at grant | Maximum no. of Shares eligible to vest |
|-----------------------------|---|--|
| Elaine Arden                | 123,551   | 274,558                                |
| Rory Cullinan               | 137,279   | 305,065                                |
| Leslie Matheson             | 137,279   | 305,065                                |
| Ross McEwan                 | 411,837   | 915,193                                |
| Simon McNamara              | 240,238   | 533,863                                |
| Jonathan Pain               | 164,735   | 366,077                                |
| Alison Rose                 | 130,415   | 289,811                                |
| David Stephen               | 164,735   | 366,077                                |
| Christopher Sullivan        | 226,510   | 503,356                                |
| Bruce Van Saun <sup>2</sup> | 334,008   | 428,216                                |
| Donald Workman              | 37,752  | 83,893                                 |

<sup>2</sup> Award is eligible to vest in two equal tranches on 7 March 2016 and 7 March 2017.

The market price per Share used on the grant of the above awards was £3.278. Vested Shares retained after payment of relevant tax liabilities will be subject to a six month retention period from vesting.

For further information contact:-  
Group Media Relations - +44(0)131 523 4205

Person responsible for making notification:-  
Aileen Taylor, Group Secretary and Head of Corporate Governance

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: 07 March 2014

THE ROYAL BANK OF  
SCOTLAND GROUP plc  
(Registrant)

By: /s/ Jan Cargill

Name: Jan Cargill  
Title: Deputy Secretary