

Final Terms

STANDARD CHARTERED PLC

and

STANDARD CHARTERED BANK

and

STANDARD CHARTERED BANK (HONG KONG) LIMITED

and

STANDARD CHARTERED FIRST BANK KOREA LIMITED

**U.S.\$35,000,000,000
Debt Issuance Programme**

U.S.\$1,750,000,000 3.20 per cent. Notes due 2016

**Issued by
Standard Chartered PLC**

**Joint Lead Managers
Goldman, Sachs & Co.
J.P. Morgan Securities LLC
Merrill Lynch, Pierce, Fenner & Smith Incorporated
Standard Chartered Bank**

**Co-Lead Manager
Lloyds TSB Bank plc**

The date of the Final Terms is as of 9 May 2011

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 10 November 2010 and the Supplementary Prospectuses dated 15 March 2011 and 8 April 2011, respectively, which together constitute (with the exception of certain sections) a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the “**Prospectus Directive**”). This document constitutes the final terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus as so supplemented. The Prospectus and the Supplementary Prospectuses are available for viewing at the registered office of the Issuer at 1 Aldermanbury Square, London EC2V 7SB.

1	Issuer:	Standard Chartered PLC
2	(i) Series Number:	66
	(ii) Tranche Number:	1
3	Currency or Currencies:	United States Dollars (“ U.S.\$ ”)
4	Aggregate Nominal Amount:	
	(i) Series:	U.S.\$1,750,000,000
	(ii) Tranche:	U.S.\$1,750,000,000
5	Issue Price:	99.826 per cent. of the Aggregate Nominal Amount
6	Denominations:	U.S.\$100,000 and integral multiples of U.S.\$1,000 in excess thereof
7	Calculation Amount:	U.S.\$1,000
8	(i) Issue Date:	12 May 2011
	(ii) Interest Commencement Date:	Issue Date
9	Maturity Date:	12 May 2016
10	Interest Basis:	3.20 per cent. per annum Fixed Rate (further particulars specified below)
11	Redemption/Payment Basis:	Redemption at par
12	Change of Interest or Redemption/Payment Basis:	Not Applicable
13	Put/Call Options:	Not Applicable
14	(i) Status of the Notes:	Senior Notes
	(ii) Date of Board approval for issuance of Notes obtained:	Not Applicable
15	Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	3.20 per cent. per annum payable semi-

		annually in arrear
	(ii) Interest Payment Date(s):	12 May and 12 November in each year, commencing on 12 November 2011, up to and including 12 May 2016
	(iii) Fixed Coupon Amount:	U.S.\$16.0 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction (Condition 4(j)):	30/360
	(vi) Determination Dates:	Not Applicable
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
17	Floating Rate Note Provisions	Not Applicable
18	Zero Coupon Note Provisions	Not Applicable
19	Index-Linked Interest Note Provisions	Not Applicable
20	Dual Currency Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

21	Call Option	Not Applicable
22	Regulatory Capital Call:	Not Applicable
23	Put Option	Not Applicable
24	Final Redemption Amount of each Note	Nominal Amount
25	Early Redemption Amount	
	(i) Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):	As per Conditions
	(ii) Redemption for taxation reasons permitted on days other than Interest Payment Dates (Condition 5(c)):	Yes
	(iii) Unmatured Coupons to become void upon early redemption (Bearer Notes only) (Condition 6(f)):	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

26	Form of Notes:	Registered Notes Global Certificates exchangeable for Definitive Certificates in the limited circumstances specified in the Global Certificates
27	New Global Note:	No
28	Business Day Jurisdiction(s) (Condition 6(h)) or other special provisions relating to Payment Dates:	London and New York
29	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No
30	Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	Not Applicable
31	Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:	Not Applicable
32	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
33	Consolidation provisions:	Not Applicable
34	Other final terms:	Not Applicable

DISTRIBUTION

35	(i) If syndicated, names and addresses of Managers:	Joint Lead Managers Goldman, Sachs & Co. 200 West Street New York, NY 10282 United States of America J.P. Morgan Securities LLC 383 Madison Avenue New York, NY 10179 United States of America Merrill Lynch, Pierce, Fenner & Smith Incorporated One Bryant Park New York, NY 10036 United States of America
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Standard Chartered Bank
One Basinghall Avenue
London EC2V 5DD
United Kingdom

Co-Lead Manager

Lloyds TSB Bank plc
10 Gresham Street
London EC2V 7AE
United Kingdom

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|----|-------|--|---|
| | (ii) | Date of Subscription Agreement: | 9 May 2011 |
| | (iii) | Stabilising Manager(s) (if any): | Goldman, Sachs & Co. |
| 36 | | If non-syndicated, name and address of Dealer: | Not Applicable |
| 37 | | Total commission and concession: | 0.30 per cent. of the Aggregate Nominal Amount |
| 38 | | U.S. Selling Restrictions: | Reg. S Compliance Category: 2; TEFRA not applicable
Rule 144A: Qualified Institutional Buyers only |
| 39 | | Additional selling restrictions: | Not Applicable |

PURPOSE OF FINAL TERMS

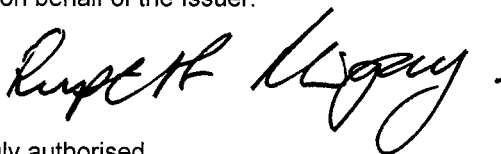
These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the U.S.\$35,000,000,000 Debt Issuance Programme of Standard Chartered PLC, Standard Chartered Bank, Standard Chartered Bank (Hong Kong) Limited and Standard Chartered First Bank Korea Limited.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By:


Duly authorised

PART B – OTHER INFORMATION

1 LISTING

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| (i) | Listing: | Official List of the UK Listing Authority |
| (ii) | Admission to trading: | Application has been made for the Notes to be admitted to trading on the London Stock Exchange's regulated market with effect from 12 May 2011 |

2 RATINGS

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| Ratings: | <p>The Notes to be issued are expected to be rated:</p> <p>Standard & Poor's International LLC (Hong Kong Branch): A</p> <p>Moody's Investors Service Pty. Limited: A2</p> <p>Fitch Ratings Ltd.: AA-</p> <p>Standard & Poor's International LLC (Hong Kong Branch) is not established in the European Union and has not applied for registration under Regulation (EC) No 1060/2009.</p> <p>Moody's Investors Service Pty. Limited is not established in the European Union and has not applied for registration under Regulation (EC) No 1060/2009.</p> <p>Fitch Ratings Ltd. is established in the European Union and has applied for registration under Regulation (EC) No 1060/2009, although the result of such application has not yet been determined.</p> |
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3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer

4 ESTIMATED TOTAL EXPENSES

Estimated total expenses:	£3,650
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5 YIELD

Indication of yield:	3.238 per cent. (semi annual) As set out above, the yield is calculated at the Issue Date on the basis of the re-offer Price. It is not an indication of future yield.
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6 OPERATIONAL INFORMATION

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| (i) | Intended to be held in a manner which would allow Eurosystem eligibility: | No |
| (ii) | Restricted Notes: | |

- | | | |
|---------------------------|---|---|
| (a) | ISIN Code: | US853254AG56 |
| (b) | CUSIP Number: | 853254AG5 |
| (iii) Unrestricted Notes: | | |
| (a) | ISIN Code: | XS0627063091 |
| (b) | Common Code: | 062706309 |
| (iv) | Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, <i>société anonyme</i> and/or DTC and the relevant identification number(s): | Not Applicable |
| (v) | Delivery: | Delivery free of payment in respect of the Restricted Notes and delivery against payment in respect of the Unrestricted Notes |
| (vi) | Names and addresses of initial Paying Agent(s): | The Bank of New York Mellon
One Canada Square
London E14 5AL
United Kingdom |
| (vii) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |