

ENOVA SYSTEMS INC
Form SC 13G/A
July 31, 2008

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 13G
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)*
Enova Systems, Inc.**

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

29355M200

(CUSIP Number)

July 28, 2008

(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 disclosures provided in a prior cover page.

The information required on 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*).

Table of Contents

CUSIP: 29355M200 **13G** Page 2 of 6 Pages

1 NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (Entities only)
 Shell Asset Management Company BV

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 The Netherlands

	5	SOLE VOTING POWER
NUMBER OF		2,152,728

SHARES	6	SHARED VOTING POWER
BENEFICIALLY OWNED BY		0

EACH	7	SOLE DISPOSITIVE POWER
REPORTING PERSON		2,152,728

WITH	8	SHARED DISPOSITIVE POWER
		0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,152,728

10

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

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.14%

12

TYPE OF REPORTING PERSON

OO

TABLE OF CONTENTS

Item 1(a) Name of Issuer:

Item 2(a) Name of Person Filing:

Item 3 If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a: Not Applicable

Item 4(a) Amount beneficially owned

Item 5 Ownership of Five Percent or less of a Class:

Item 6 Ownership of more than Five Percent on behalf of another person:

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:

Item 8 Identification and Classification of Members of the Group:

Item 9 Notice of Dissolution of Group:

Item 10 Certifications:

Table of Contents

-3-

SCHEDULE 13G

Item 1(a) Name of Issuer:

The name of the issuer to which this filing on Schedule 13G relates is Enova Systems, Inc. (the Company).

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

The principal executive offices of the Company are located at 19850 South Magellan Drive, Torrance, California 90502.

Item 2(a) Name of Person Filing:

This statement is being filed on behalf of Shell Asset Management Company BV (the Reporting Person).

2(b) Address of Principal Business Office or, if none, Residence:

The principal business address of the Reporting Person is Sir Winston Churchillaan 366H, 2285 SJ Rijswijk ZH, The Netherlands.

2(c) Citizenship:

The Reporting Person is organized under the laws of The Netherlands.

2(d) Title of Class of Securities:

The class of equity securities of the Company to which this filing on Schedule 13G relates is Common Stock, no par value (Common Stock).

2(e) CUSIP Number:

The CUSIP number of the Company's Common Stock is 29355M200.

Item 3 If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is

a: Not Applicable

- (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) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
-

Table of Contents

-4-

- (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 associations 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).
 - o If this statement is filed pursuant to §240.13d-1(c), check this box.

Item 4(a) Amount beneficially owned

This Schedule 13G is being filed on behalf of the Reporting Person. The Reporting Person may be deemed to beneficially own in the aggregate 2,152,728 shares of Common Stock of the Company representing, in the aggregate, 11.14% of the Company's outstanding Common Stock. The percentage of Common Stock held by the Reporting Person is based on 19,319,591 shares of Common Stock of the Company outstanding as of April 29, 2008 as reported in the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2008.

4(b) Percent of Class:

See Item 4(a) hereof.

4(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote: 2,152,728
- (ii) shared power to vote or to direct the vote: 0
- (iii) sole power to dispose or to direct the disposition of: 2,152,728
- (iv) shared power to dispose or to direct the disposition of: 0

Item 5 Ownership of Five Percent or less of a Class:

Not Applicable

Item 6 Ownership of more than Five Percent on behalf of another person:

The Reporting Person is an asset manager licensed by the Netherlands Securities Regulator and manages assets of The Shell Group and its subsidiaries and affiliates, including certain pension plans organized for the benefit of employees of The Shell Group. As such, The Shell Group and such subsidiaries and affiliates, including such pension plans, have the right to the receipt of

Table of Contents

-5-

dividends from, and the proceeds from the sale of, the shares of Common Stock reported in this Schedule 13G.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding

Company:

Not Applicable

Item 8 Identification and Classification of Members of the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

Not Applicable

Item 10 Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Table of Contents

-6-

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.

Dated: July 30, 2008

Shell Asset Management Company BV

By: /s/ Sijb Bartlema

Name: Sijb Bartlema

Title: Authorized Signatory

By: /s/ Henk Marius

Name: Henk Marius

Title: Authorized Signatory