

BANK OF NOVA SCOTIA /  
Form SC 13G/A  
February 17, 2009

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)\***

The Bank of Nova Scotia

(Name of Issuer)

Common Stock

(Title of Class of Securities)

064149107

(CUSIP Number)

December 31, 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)

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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 the disclosures provided in a prior cover page.

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).

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CUSIP No. 064149107

1. Names of Reporting Persons  
I.R.S. Identification Nos. of above persons (entities only).  
  
Royal Bank of Canada
  2. Check the Appropriate Box if a Member of a group (See Instructions)  
(a)    
(b)
  3. SEC Use Only
  4. Citizenship or Place of Organization  
  
Canada
- |                       |     |   |                          |
|-----------------------|-----|---|--------------------------|
| Number of Shares      | 5.  | Sole Voting Power   | 42,982,221               |
| Beneficially Owned By | 6.  | Shared Voting Power   | 417,954                  |
| Each                  | 7.  | Sole Dispositive Power  | 42,982,221               |
| Reporting             | 8.  | Shared Dispositive Power  | 417,954                  |
| Person With:          | 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person                    | 43,400,175               |
|                       | 10. | Check if Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="checkbox"/> |
|                       | 11. | Percent of Class Represented by Amount in Row (9)                               | 4.4%                     |
|                       | 12. | Type of Reporting Person (See Instructions)                                     | FI                       |
-

**Item 1.**

- (a) Name of Issuer  
The Bank of Nova Scotia
- (b) Address of Issuer's Principal Executive Offices  
  
44 King Street West  
  
Toronto, Ontario M5H 1H1  
  
Canada

**Item 2.**

- (a) Name of Person Filing  
Royal Bank of Canada
- (b) Address of Principal Business Office or, if none, Residence  
200 Bay Street  
Toronto, Ontario M5J 2J5  
Canada
- (c) Citizenship  
Canadian chartered bank
- (d) Title of Class of Securities  
Common Stock
- (e) CUSIP Number  
06149107

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (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);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)

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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)  A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
  - (k)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).
-

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 43,400,175.
- (b) Percent of class: 4.4%.
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote  
42,982,221
  - (ii) Shared power to vote or to direct the vote  
417,954
  - (iii) Sole power to dispose or to direct the disposition of  
42,982,221
  - (iv) Shared power to dispose or to direct the disposition of  
417,954

*Instruction:* For computations regarding securities which represent a right to acquire an underlying security see §240.13d-3(d)(1).

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X].

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**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. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

By signing below I also certify that, to the best of my knowledge and belief, the foreign regulatory scheme applicable to the bank is substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institution. I also undertake to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

**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.

Dated: February 12, 2009

ROYAL BANK OF CANADA

/s/ Carol Ann Bartlett  
Signature

Carol Ann Bartlett/Senior Vice President  
Name/Title

/s/ Tom Smee  
Signature

Tom Smee/Senior Vice President  
Name/Title