

AUSTRALIA & NEW ZEALAND BANKING GROUP LTD
Form 6-K
January 21, 2004

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 the month of **December**, 2003

Australia and New Zealand Banking Group Limited

(Translation of registrant's name into English)

Level 6, 100 Queen Street Melbourne Victoria Australia
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

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

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

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.

Australia and New Zealand
Banking Group Limited
(Registrant)

By: /s/ Garry White
Assistant Company Secretary

Date 21 January 2004

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Deputy Group General Counsel & Company Secretary

Australia and New Zealand Banking Group Limited
Level 6, 100 Queen Street
Melbourne, VIC 3000
Phone 61 3 9273 4950
Fax 61 3 9273 0552
www.anz.com

23 December 2003

Company Announcements
Australian Stock Exchange
Level 10, 20 Bond Street
SYDNEY NSW 2000

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The attached Appendix 3Y notices disclose shares acquired by directors of ANZ by way of acceptance of the 2 for 11 renounceable rights issue of ordinary shares pursuant to the prospectus dated 24 October 2003.

Tim Paine
Company Secretary

Appendix 3Y

Change of Director s Interest Notice

Name of entity Australia and New Zealand Banking Group Limited
ABN 11 005 357 522

We Australia and New Zealand Banking Group Limited give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director Mr Charles Barrington Goode
Date of last Notice 4 November 2003

Part 1 Change of director s relevant interest in securities

Direct		160,732
Indirect interest:		254,417
Nature of indirect interest		
Ravenscourt Pty Ltd	ordinary shares	162,565
ANZEST Pty Ltd (Director s Share Plan DSP)	ordinary shares	91,852
	Total	254,417
Date of change:	28 November 2003	
No of securities held prior to change:		415,149
Class:	Ordinary Shares	
Number acquired (Direct and Indirect):		
Direct		
by exercise of rights on direct holding		29,224
by exercise of rights on DSP holding		16,701
Ravenscourt Pty Ltd (by exercise of rights)		29,558
	Total	75,483
Number disposed of:	N/a	
Nature of change	Shares acquired under the 2 for 11 renounceable rights issue of ordinary shares pursuant to the prospectus dated 24 October 2003	
Value/Consideration	\$981,279	
Number of securities held after change:		
Direct Increased (by 45,925)		45,925
Indirect Increased (by 29,558)		29,558
Total of interest		490,632

Part 2 Change of director s interests in contracts - Nil

Tim Paine
Company Secretary
Australia and New Zealand Banking Group Limited
23 December 2003

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Name of entity Australia and New Zealand Banking Group Limited
ABN 11 005 357 522

Australia and New Zealand Banking Group Limited gives ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director Mr John McFarlane
Date of last Notice 19 November 2003

Part 1 Change of director s relevant interest in securities

Ordinary Shares:

Direct interest		513,000
Indirect interest		760,458
Nature of indirect interest	Number & Class of Securities	
Bank of New York (as nominee for Self Invested Personal Pension Scheme)	ordinary shares	245,000
ANZEST Pty Ltd		
ANZ Employee Share Acquisition Plan (ESAP)	ordinary shares	87,190
ANZ Directors Share Plan (DSP)	ordinary shares	428,268
	Total	760,458
No of securities held prior to change		1,273,458
Date of change	28 November 2003	
Class	Ordinary Shares	
Number acquired (Direct and Indirect)		
Direct		
by exercise of rights on direct holding		101,273
by exercise of rights on ESAP holding		15,853
by exercise of rights on DSP holding		74,236
Bank of New York (as nominee for Self Invested Personal Pension Scheme)		34,445
	Total	225,807
Number disposed of	N/a	
Nature of Change	Shares acquired under the 2 for 11 renounceable rights issue of ordinary shares pursuant to the prospectus dated 24 October 2003.	
Value/Consideration	\$2,935,491	
Number of securities held after change		
Direct Interest	Increased (by 191,362)	191,362
Indirect Interest	Increased (by 34,445)	34,445

Signatures

Total of Interest	1,499,265
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Options over unissued ordinary shares:

Direct Interest		2,750,000
Indirect Interest	N/a	
No of securities held prior to change	N/a	
Date of change	N/a	
Class	N/a	
Number acquired Direct Interest	N/a	
Number disposed of	N/a	
Nature of Change	N/a	
Value/Consideration	N/a	
Number of securities held after change	N/a	
Direct Interest Increased	N/a	
Indirect Interest Unchanged	N/a	
Total of Interest		2,750,000

Part 2 Change of director s interests in contracts - Nil

Tim Paine
 Company Secretary
 Australia and New Zealand Banking Group Limited

23 December 2003

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Name of entity Australia and New Zealand Banking Group Limited
ABN 11 005 357 522

We Australia and New Zealand Banking Group Limited give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director Mr John Christian Dahlsen
Date of last Notice 08 February 2002

Part 1 Change of director s relevant interest in securities

Direct		58,500
Indirect interest:		33,400
Nature of Indirect Interest:		
John Dahlsen Superannuation Fund	ordinary shares	33,400
	Total	33,400
Date of change:	28 November 2003	
No of securities held prior to change:		91,900
Class:	Ordinary Shares	
Number acquired (Direct and Indirect):		
Direct		9,091
John Dahlsen Superannuation Fund		6,073
	Total	15,164
Number disposed:	N/a	
Nature of change	Shares acquired under the 2 for 11 renounceable rights issue of ordinary shares pursuant to the prospectus dated 24 October 2003	
Value/Consideration	\$197,132	
Number of securities held after change:		
Direct	Increased (by 9,091)	9,091
Indirect	Increased (by 6,073)	6,073
Total of Interest		107,064

Part 2 Change of director s interests in contracts - Nil

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Tim Paine
Company Secretary
Australia and New Zealand Banking Group Limited
23 December 2003

Name of entity Australia and New Zealand Banking Group Limited
ABN 11 005 357 522

We Australia and New Zealand Banking Group Limited give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director Dr Roderick Sheldon Deane
Date of last Notice 08 February 2002

Part 1 Change of director s relevant interest in securities

Direct		75,000
Nature of indirect interest	N/a	
Date of change:	28 November 2003	
No of securities held prior to change:		75,000
Class:	Ordinary Shares	
Number acquired (Direct):	364	
Number disposed:	N/a	
Nature of change	Shares acquired under the 2 for 11 renounceable rights issue of ordinary shares pursuant to the prospectus dated 24 October 2003	
Value/Consideration	\$4,732	
Number of securities held after change:		
Direct Increased (by 364)		364
Indirect Unchanged		
Total of Interest		75,364

Part 2 Change of director s interests in contracts - Nil

Tim Paine
 Company Secretary
 Australia and New Zealand Banking Group Limited
 23 December 2003

Name of entity Australia and New Zealand Banking Group Limited
ABN 11 005 357 522

We Australia and New Zealand Banking Group Limited give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director Mr Jeremy Kitson Ellis
Date of last Notice 04 November 2003

Part 1 Change of director s relevant interest in securities

Direct		53,911
Indirect interest:		10,287
Nature of indirect interest	N/A	
Date of change:	28 October 2003	
No of securities held prior to change:		
Direct		53,911
Annie Oceana Pty Ltd (Ellis Super Fund A/c)		5,500
ANZEST Pty Ltd		4,787
(Director s Share Plan DSP)		
	Total	64,198
Class:	Ordinary Shares	
Number acquired (Indirect Interest):		
Annie Oceana Pty Ltd (Ellis Super Fund A/c)	Ordinary Shares	5,000
	Total	5,000
Number disposed:	N/a	
Nature of change	On-Market Trade	
Value/Consideration	\$90,300.00	
Number of securities held after change:		
Direct	Unchanged (at 53,911)	
Indirect	Increased (by 5,000)	
		5,000
		69,198

Part 2 Change of director s interests in contracts - Nil

Tim Paine
Company Secretary
Australia and New Zealand Banking Group Limited
23 December 2003

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Name of entity Australia and New Zealand Banking Group Limited
ABN 11 005 357 522

We Australia and New Zealand Banking Group Limited give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director Mr Jeremy Kitson Ellis
Date of last Notice 04 November 2003

Part 1 Change of director s relevant interest in securities

Direct		53,911
Indirect interest:		15,287
Nature of indirect interest		
Annie Oceana Pty Ltd (Ellis Super Fund A/c)	ordinary shares	10,500
ANZEST Pty Ltd (Director s Share Plan DSP)	ordinary shares	4,787
	Total	15,287
Date of change:	28 November 2003	
No of securities held prior to change:		69,198
Class:	Ordinary Shares	
Number acquired (Direct and Indirect):		
Direct		
by exercise of rights on direct holding		9,802
by exercise of rights on DSP holding		871
Annie Oceana Pty Ltd (Ellis Super Fund A/c)		
by exercise of rights		1,910
	Total	12,583
Number disposed:	N/a	
Nature of change	Shares acquired under the 2 for 11 renounceable rights issue of ordinary shares pursuant to the prospectus dated 24 October 2003	
Value/Consideration	\$163,579	
Number of securities held after change:		
Direct Increased (by 10,673)		10,673
Indirect Increased (by 1910)		1910
Total of Interest		81,781

Part 2 Change of director s inte rests in contracts - Nil

Tim Paine
Company Secretary
Australia and New Zealand Banking Group Limited
23 December 2003

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Name of entity Australia and New Zealand Banking Group Limited
ABN 11 005 357 522

We Australia and New Zealand Banking Group Limited give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director Ms Margaret Anne Jackson
Date of last Notice 07 July 2003

Part 1 Change of director s relevant interest in securities

Direct		68,254
Indirect interest:		9,182
Nature of Indirect Interest:		
	Graemar Nominees Pty Ltd	ordinary shares 7,974
	ANZEST Pty Ltd	ordinary shares 1,208
(Director s Share Plan DSP)	Total	9,182
Date of change: 28 November 2003		
No of securities held prior to change:		77,436
Class:	Ordinary Shares	
Number acquired (Direct and Indirect):		
	Direct	12,411
	Graemar Nominees Pty Ltd	1,450
	Total	13,861
Number disposed:	N/a	
Nature of change	Shares acquired under the 2 for 11 renounceable rights issue of ordinary shares pursuant to the prospectus dated 24 October 2003	
Value/Consideration	\$180,193	
Number of securities held after change:		
Direct	Increased (by 12,411)	12,411
Indirect	Increased (by 1,450)	1,450
Total of Interest		91,297

Part 2 Change of director s interests in contracts - Nil

Tim Paine
Company Secretary
Australia and New Zealand Banking Group Limited
23 December 2003

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Name of entity Australia and New Zealand Banking Group Limited
ABN 11 005 357 522

We Australia and New Zealand Banking Group Limited give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director Mr David Michael Gonski
Date of last Notice 19 November 2003

Part 1 Change of director s relevant interest in securities

Direct		2,099
Indirect interest:		50,000
Nature of Indirect Interest:		
	Pajton Pty Limited as trustee for DMG Super	
Fund	ordinary shares	25,000
	Sarai Pty Limited (a company controlled by	
Mr Gonski)	ordinary shares	25,000
	Total	50,000
Date of change:	28 November 2003	
No of securities held prior to change:		52,099
Class:	Ordinary Shares	
Number acquired (Direct):		382
Number disposed:	N/a	
Nature of change	Shares acquired under the 2 for 11 renounceable rights issue of ordinary shares pursuant to the prospectus dated 24 October 2003	
Value/Consideration	\$4,966	
Number of securities held after change:		
Direct	Increased (by 382)	382
Indirect	Unchanged	
Total of Interest		
		52,481

Part 2 Change of director s interests in contracts - Nil

Tim Paine

Signatures

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Company Secretary
Australia and New Zealand Banking Group Limited
23 December 2003

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Name of entity Australia and New Zealand Banking Group Limited
ABN 11 005 357 522

We Australia and New Zealand Banking Group Limited give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director Mr David Michael Gonski
Date of last Notice 23 December 2003

Part 1 Change of director s relevant interest in securities

Direct		2,481
Indirect interest:		50,000
Nature of Indirect Interest:		
	Pajton Pty Limited as trustee for DMG Super	
Fund	ordinary shares	25,000
	Sarai Pty Limited (a company controlled by	
Mr Gonski)	ordinary shares	25,000
	Total	50,000
Date of change:	19 December 2003	
No of securities held prior to change:		52,481
Class:	Ordinary Shares	
Number acquired (Direct):		64
Number disposed:	N/a	
Nature of change	Shares acquired under Dividend Re-Investment Plan.	
Value/Consideration	\$1,063.04	
Number of securities held after change:		
Direct	Increased (by 64)	64
Indirect	Unchanged	
Total of Interest		
		52,545

Part 2 Change of director s interests in contracts - Nil

Tim Paine
 Company Secretary
 Australia and New Zealand Banking Group Limited

24 December 2003

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Name of entity Australia and New Zealand Banking Group Limited
ABN 11 005 357 522

We Australia and New Zealand Banking Group Limited give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director Mr Charles Barrington Goode
Date of last Notice 23 December 2003

Part 1 Change of director s relevant interest in securities

Direct		206,657
Indirect interest:		283,975
Nature of indirect interest		
Ravenscourt Pty Ltd	ordinary shares	192,123
ANZEST Pty Ltd (Director s Share Plan DSP)	ordinary shares	91,852
	Total	283,975
Date of change:	19 December 2003	
No of securities held prior to change:		490,632
Class:	Ordinary Shares	
Number acquired (Direct and Indirect):		
Direct		
C.B Goode		1,535
Ravenscourt Pty Ltd		155
ANZEST Pty Ltd		
Directors Share Plan		1,535
Indirect		
Ravenscourt Pty Ltd		1,380
	Total	4,605
Number disposed of:	N/a	
Nature of change	Shares acquired under Dividend Re-Investment Plan.	
Value/Consideration	\$76,489.05	
Number of securities held after change:		
Direct Increased (by 3,225)		3,225
Indirect Increased (by 1,380)		1,380
Total of interest		495,237

Part 2 Change of director s interests in contracts - Nil

Tim Paine
Company Secretary
Australia and New Zealand Banking Group Limited
24 December 2003

Appendix 3B

**New issue announcement,
application for quotation of additional securities
and agreement**

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002.

Name of entity

AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED

ABN

11 005 357 522

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	+Class of +securities issued or to be issued	Ordinary Shares
2		4,935,619

Signatures

Number of ⁺securities issued or to be issued (if known) or maximum number which may be issued

- 3 Principal terms of the ⁺securities (eg, if options, exercise price and expiry date; if partly paid ⁺securities, the amount outstanding and due dates for payment; if ⁺convertible securities, the conversion price and dates for conversion) 4,935,619 Fully Paid Shares
- 4 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities? Yes, pari passu with existing ordinary shares

If the additional securities do not rank equally, please state:

the date from which they do

the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment

the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

+ See chapter 19 for defined terms.

5	Issue price or consideration	927,439 shares 7,500 shares 2,000 shares 2,500 shares 8,925 shares 40,000 shares 25,110 shares 7,750 shares 4,500 shares 3,909,659 shares 185 shares 41 shares 10 shares	at Nil consideration at \$10.48 each at \$10.72 each at \$12.03 each at \$12.98 each at \$13.62 each at \$13.91 each at \$14.20 each at \$16.33 each at \$16.61 each at \$17.34 each at \$17.60 each at \$18.03 each
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	98,521 shares issued on exercise of options. 3,909,659 shares issued under the Dividend Re-investment Plan. 927,439 shares issued under Bonus Option Plan.	
7	Dates of entering *securities into uncertificated holdings or despatch of certificates	5,875 shares 2,250 shares 2,750 shares 3,360 shares 10,750 shares 4,881,473 shares 2,051 shares 2,625 shares 2,750 shares 750 shares 3,050 shares 4,750 shares 1,500 shares 11,685 shares	10 December 2003 11 December 2003 15 December 2003 17 December 2003 18 December 2003 19 December 2003 22 December 2003 23 December 2003 24 December 2003 29 December 2003 30 December 2003 31 December 2003 02 January 2004 05 January 2004

	Number	+Class	
8	Number and *class of all *securities quoted on ASX (including the securities in clause 2 if applicable)	1,805,390,205	Ordinary fully paid
	10,000,000	2003 ANZ Stapled Exchangeable Preferred Securities	

	Number	+Class	
9	Number and *class of all *securities not quoted on ASX (including the securities in clause 2 if applicable)	39,766,087	Options on issue
	350,000	2003 Redeemable Preference Shares.	
	750,000	2003 Redeemable Preference Shares (Series 2).	

- 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) Same as existing fully paid ordinary shares.
-

Part 2 - Bonus issue or pro rata issue

- 11 Is security holder approval required?
- 12 Is the issue renounceable or non-renounceable?
- 13 Ratio in which the +securities will be offered
- 14 +Class of +securities to which the offer relates
- 15 +Record date to determine entitlements
- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?
- 17 Policy for deciding entitlements in relation to fractions
- 18 Names of countries in which the entity has +security holders who will not be sent new issue documents

Note: Security holders must be told how their entitlements are to be dealt with.

Cross reference: rule 7.7.

- 19 Closing date for receipt of acceptances or renunciations
- 20 Names of any underwriters
- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue
- 23 Fee or commission payable to the broker to the issue
- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders
- 25 If the issue is contingent on +security holders approval, the date of the meeting
- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled

+ See chapter 19 for defined terms.

- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do +security holders sell their entitlements *in full* through a broker?
- 31 How do +security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do +security holders dispose of their entitlements (except by sale through a broker)?
- 33 +Despatch date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

- (a) Securities described in Part 1
- (b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

(If the additional securities do not form a new class, go to 43)

to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

- 36 o If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
- 1 - 1,000
 - 1,001 - 5,000
 - 5,001 - 10,000
 - 10,001 - 100,000
 - 100,001 and over
- 37 o A copy of any trust deed for the additional +securities
-

(now go to 43)

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)		
(now go to 43)		
All entities Fees		

43 Payment method (tick one)

- Cheque attached
- Electronic payment made

Note: Payment may be made electronically if Appendix 3B is given to ASX electronically at the same time.

Periodic payment as agreed with the home branch has been arranged

Note: Arrangements can be made for employee incentive schemes that involve frequent issues of securities.

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX s absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.

There is no reason why those +securities should not be granted +quotation.

An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.

If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

Date: 12 January 2004

Secretary

Print name:

Karen Ka-Leng Phillips

Appendix 3B

**New issue announcement,
application for quotation of additional securities
and agreement**

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002.

Name of entity

AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED

ABN

11 005 357 522

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1 +Class of + securities issued or to be issued	Options to subscribe for ordinary shares
2	1,000,000

Signatures

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Number of *securities issued or to be issued (if known) or maximum number which may be issued

- 3 Principal terms of the *securities (eg, if options, exercise price and expiry date; if partly paid *securities, the amount outstanding and due dates for payment; if *convertible securities, the conversion price and dates for conversion)
- 1,000,000 unlisted options exercisable after 31 December 2005 and before the close of business on 31 December 2008 (after which date the options will lapse), at an exercise price of \$17.48. Half of the options granted may only be exercised once the ANZ Total Shareholder Return (ANZ TSR) calculated over the period commencing on the date of grant and ending on the last day of any month after the second anniversary of their date of grant (the relevant period) exceeds the percentage change in the S&P/ASX 200 Banks (Industry Group) Accumulation Index over that same period and the other half may only be exercised once the ANZ TSR calculated over the relevant period exceeds the S&P 100 Accumulation Index over that same period.
- 4 Do the *securities rank equally in all respects from the date of allotment with an existing + class of quoted *securities?
- Inapplicable, as no ANZ options are currently listed, save that in the event of exercise, the resulting ordinary shares issued will rank equally in all respects from the date of allotment with the existing class of quoted securities.

If the additional securities do not rank equally, please state:

the date from which they do
the extent to which they participate for the next
dividend, (in the case of a trust, distribution) or interest
payment
the extent to which they do not rank equally, other than in relation to
the next dividend, distribution or interest payment

+ See chapter 19 for defined terms.

- 5 Issue price or consideration Issued to Mr John McFarlane, Chief Executive Officer of Australia and New Zealand Banking Group Limited as part of performance incentive.
- 6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets) As above
- 7 Dates of entering +securities into uncertificated holdings or despatch of certificates 1,000,000 options 31 December 2003

	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	1,805,390,205	Ordinary fully paid
	10,000,000	2003 ANZ Stapled Exchangeable Preferred Securities

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	39,766,087	Options on issue
	350,000	2003 Redeemable Preference Shares.
	750,000	2003 Redeemable Preference Shares (Series 2).

- 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) Not applicable

Part 2 - Bonus issue or pro rata issue

- 11 Is security holder approval required?
- 12 Is the issue renounceable or non-renounceable?
- 13 Ratio in which the +securities will be offered
- 14 +Class of +securities to which the offer relates
- 15 +Record date to determine entitlements

- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?
- 17 Policy for deciding entitlements in relation to fractions
- 18 Names of countries in which the entity has +security holders who will not be sent new issue documents

Note: Security holders must be told how their entitlements are to be dealt with.

Cross reference: rule 7.7.

- 19 Closing date for receipt of acceptances or renunciations
- 20 Names of any underwriters
- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue
- 23 Fee or commission payable to the broker to the issue
- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders
- 25 If the issue is contingent on +security holders approval, the date of the meeting
- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)

+ See chapter 19 for defined terms.

29 Date rights trading will end (if applicable)

30 How do *security holders sell their entitlements *in full* through a broker?

31 How do *security holders sell *part* of their entitlements through a broker and accept for the balance?

32 How do *security holders dispose of their entitlements (except by sale through a broker)?

33 +Despatch date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

(If the additional securities do not form a new class, go to 43)

to indicate you are providing the information or documents

35 If the *securities are *equity securities, the names of the 20 largest holders of the additional *securities, and the number and percentage of additional *securities held by those holders

36 If the *securities are *equity securities, a distribution schedule of the additional *securities setting out the number of holders in the categories

1 - 1,000

1,001 - 5,000

5,001 - 10,000

10,001 - 100,000

Signatures

100,001 and over

37 o A copy of any trust deed for the additional *securities
(now go to 43)

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

the date from which they do
the extent to which they participate for the next dividend, (in the
case of a trust, distribution) or interest payment
the extent to which they do not rank equally, other than in relation to the next dividend, distribution or
interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

	Number	+Class
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	

(now go to 43)

All entities Fees

43 Payment method (tick one)

Cheque attached

Electronic payment made

Note: Payment may be made electronically if Appendix 3B is given to ASX electronically at the same time.

Periodic payment as agreed with the home branch has been arranged

Note: Arrangements can be made for employee incentive schemes that involve frequent issues of securities.

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.

There is no reason why those +securities should not be granted +quotation.

An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.

If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

Date: 12 January 2004

Secretary

Print name:

Karen Ka-Leng Phillips

Appendix 3Y

Change of Director's Interest Notice

Name of entity Australia and New Zealand Banking Group Limited
ABN 11 005 357 522

Australia and New Zealand Banking Group Limited gives ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director Mr John McFarlane
Date of last Notice 23 December 2003

Part 1 Change of director's relevant interest in securities

Ordinary Shares:

Direct interest		704,362
Indirect interest		794,903
Nature of indirect interest	Number & Class of Securities	
Bank of New York (as nominee for Self Invested Personal Pension Scheme)	ordinary shares	279,445
ANZEST Pty Ltd		
ANZ Employee Share Acquisition Plan (ESAP)	ordinary shares	87,190
ANZ Directors Share Plan (DSP)	ordinary shares	428,268
	Total	794,903
No of securities held prior to change		1,499,265
Date of change	N/a	
Class	N/a	
Number acquired (Direct and Indirect)	N/a	
Number disposed of	N/a	
Nature of Change	N/a	
Value/Consideration	N/a	
Number of securities held after change	N/a	
Total of Interest		1,499,265

Options over unissued ordinary shares:

Direct Interest		2,750,000
Indirect Interest		Nil
No of securities held prior to change		2,750,000
Date of change	31 December 2003	
Class	Option over unissued shares	
Number acquired	Direct Interest	1,000,000
Number disposed of		Nil
Nature of Change	Grant of options in accordance with resolution of shareholders at 2001 Annual General Meeting.	
Value/Consideration		Nil consideration

Number of securities held after change	
Direct Interest	(Increased by 1,000,000)
Indirect Interest	Unchanged
Total of Interest	3,750,000

N/a

Part 2 Change of director s interests in contracts - Nil

Karen Ka-Leng Phillips
Company Secretary
Australia and New Zealand Banking Group Limited

12 January 2004