

BHP BILLITON LTD  
Form 6-K  
August 31, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**Form 6-K**  
**REPORT OF FOREIGN PRIVATE ISSUER**  
**PURSUANT TO RULE 13a-16 OR 15d-16**  
**UNDER THE SECURITIES EXCHANGE ACT OF 1934**  
**August 30, 2017**

**BHP BILLITON LIMITED**  
**(ABN 49 004 028 077)**  
**(Exact name of Registrant as specified in its charter)**

**VICTORIA, AUSTRALIA**  
**(Jurisdiction of incorporation or organisation)**

**171 COLLINS STREET, MELBOURNE,**

**VICTORIA 3000 AUSTRALIA**  
**(Address of principal executive offices)**

**BHP BILLITON PLC**  
**(REG. NO. 3196209)**  
**(Exact name of Registrant as specified in its charter)**

**ENGLAND AND WALES**  
**(Jurisdiction of incorporation or organisation)**

**NOVA SOUTH, 160 VICTORIA STREET**

**LONDON, SW1E 5LB**

**UNITED KINGDOM**

**(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      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):

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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

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

**Group Governance**

BHP Billiton Limited 171 Collins Street Melbourne Victoria 3000 Australia GPO BOX 86  Melbourne Victoria 3001 Australia Tel +61 1300 55 47 57 Fax +61 3 9609 3015 bhp.com	BHP Billiton Plc Nova South 160 Victoria Street London SW1E 5LB UK Tel +44 20 7802 4000 Fax + 44 20 7802 4111  bhp.com
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30 August 2017

**ASX Listing Rules Appendix 3Y**

**Change of Director s Interest Notice**

<b>Name of entities</b>	BHP Billiton Limited ABN 49 004 028 077	BHP Billiton Plc REG NO 3196209
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We (the entities) give the 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.

<b>Name of Director</b>	Andrew Mackenzie
<b>Date of last notice</b>	14 December 2016

**Part 1 Change of director s relevant interests in securities**

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust.

Note: In the case of a company, interests which come within paragraph (i) of the definition of notifiable interest of a director should be disclosed in this part.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b>	Andrew Mackenzie has an indirect interest in 266,205 ordinary shares in BHP Billiton Plc and 93,051 ordinary shares in BHP Billiton Limited held by Pershing Nominees held jointly by Andrew Mackenzie and Elizabeth Mackenzie, of which Andrew Mackenzie is a beneficiary.
<b>Date of change</b>	24 August 2017 for vesting  24 August 2017 for sale
<b>No. of securities held prior to change</b>	<u>Ordinary shares:</u>

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BHP Billiton Plc

266,205 Indirect

BHP Billiton Limited

55,200 Indirect

Options and other rights:

BHP Billiton Plc

	151,609	Maximum number of Performance Shares (ordinary shares of BHP Billiton Plc) under the Long Term Incentive Plan.
		BHP Billiton Limited
	1,118,066	Maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the Long Term Incentive Plan.
	69,566	Maximum number of Deferred Shares (ordinary shares of BHP Billiton Limited) under the Short Term Incentive Plan.
<b>Class</b>		Ordinary shares in BHP Billiton Limited.
<b>Number acquired</b>	74,072	(BHP Billiton Limited).
<b>Number disposed</b>	36,221	(BHP Billiton Limited).
<b>Value/Consideration</b>		Vesting of 69,566 at nil cost.
	4,506	Dividend Equivalent Payments in shares at nil cost.
		Sale of 36,221 at AUD\$26.50 per share (average).
<b>No. of securities held after change</b>		<u>Ordinary shares:</u>
		BHP Billiton Plc
	266,205	Indirect
		BHP Billiton Limited
	93,051	Indirect
		<u>Options and other rights:</u>
		BHP Billiton Limited
	1,118,066	Maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the Long Term Incentive Plan.
	69,566	Maximum number of Deferred Shares (ordinary shares of BHP Billiton Limited) under the Short Term Incentive Plan.
<b>Nature of change</b>		The acquisition of:

Example: on-market trade,  
off-market trade, exercise of  
options, issue of securities under  
dividend reinvestment plan,  
participation in buy-back

69,566 ordinary shares in BHP Billiton Limited following the vesting of  
Deferred Shares under FY2015 Short Term Incentive Plan; and

4,506 ordinary shares in BHP Billiton Limited in accordance with the  
Group's policy on Dividend Equivalent Payments.

An on-market sale of 36,221 BHP Billiton Limited ordinary shares on the  
Australian Securities Exchange, made in order to meet expected tax  
obligations.

2012 Long Term Incentive Plan- nil vesting:

None of Andrew Mackenzie's 151,609 Long Term Incentive Plan 2012 awards  
vested.

**Part 2 Change of director s interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of notifiable interest of a director should be disclosed in this part.

**Detail of contract** -  
**Nature of interest** -  
**Name of registered holder** -  
**(if issued securities)**  
**Date of change** -  
**No. and class of securities to which interest related prior to change** -  
**Interest acquired** -  
**Interest disposed** -  
**Value/Consideration** -  
**Interest after change** -

**Part 3 Closed period**

**Were the interests in the securities or contacts detailed above traded during a closed period where prior written consent was required?** No.

**If so, was prior written clearance provided to allow the trade to proceed during this period?** Under BHP Billiton s Securities Dealing Policy a Director cannot deal in BHP Billiton Securities without prior written clearance. This requirement applies to all dealings, including those that occur outside of a Closed Period.

**If prior written clearance was provided, on what date was this provided?** N/A

**Part 4 Contact details**

**Name of authorised officers responsible for making this notification on behalf of the entities** Rachel Agnew

**Contact details** Rachel Agnew Tel: +61 3 9609 3730

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Fax: +61 3 9611 1044

BHP Billiton Limited ABN 49 004 028 077

Registered in Australia

Registered Office: Level 18, 171 Collins Street, Melbourne  
Victoria 3000

BHP Billiton Plc Registration number 3196209

Registered in England and Wales

Registered Office: Nova South, London SW1E 5LB  
UK

Members of the BHP Billiton Group which is headquartered in Australia



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.

BHP Billiton Limited and BHP Billiton Plc

Date: August 30, 2017

By: /s/ Rachel Agnew  
Name: Rachel Agnew  
Title: Company Secretary