

WESTPAC BANKING CORP  
 Form 424B2  
 June 05, 2012

**CALCULATION OF REGISTRATION FEE**

| Title of Each Class of<br>Securities Offered | Proposed Maximum<br>Aggregate Offering Price | Amount of<br>Registration Fee(1)(2) |
|--|--|-------------------------------------|
| 2.00% Fixed Rate Notes due June 2017         | \$933,000.00                                 | \$108.32                            |

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

(2) Paid herewith.

**Filed under Rule 424(b)(2), Registration Statement No. 333-172579**

Pricing Supplement No. 33 - Dated Monday, June 4, 2012 (To: Prospectus Dated May 10, 2012)

| CUSIP Number | Principal Amount | Gross Selling Price | Gross Concession | Net Proceeds | Coupon Type | Coupon Rate | Coupon Frequency | Day Count Basis | Maturity Date | 1st Coupon Date | 1st Coupon Amount | Sur |
|--------------|------------------|---------------------|------------------|--------------|-------------|-------------|------------------|-----------------|---------------|-----------------|-------------------|-----|
| 96121BBK2    | \$933,000.00     | 100.000%            | 1.250%           | \$921,337.50 | Fixed       | 2.000%      | Monthly          | 30/360          | 06/15/2017    | 07/15/2012      | \$2.11            |     |

**Redemption Information: Non-Callable**

Trade Date: Monday, June 4, 2012 @ 12:00 PM ET  
 Westpac Banking Corporation

Settle Date: Thursday, June 7, 2012  
 Prospectus dated May 10, 2012

Minimum Denomination/Increments: \$1,000.00/\$1,000.00

Initial trades settle flat and clear SDFS: DTC  
 Book Entry only

Westpac Banking Corporation

**Joint Lead Managers and Lead Agents:** BofA Merrill Lynch, Incapital  
**LLC Agents:** Citigroup, Deutsche Bank Securities,

Goldman, Sachs & Co., HSBC, J.P. Morgan, Morgan Stanley, UBS  
 Investment Bank, Wells Fargo Advisors

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