

BHP BILLITON LTD  
Form 6-K  
December 14, 2016

**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**  
**December 14, 2016**

**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)**

**NEATHOUSE PLACE, LONDON,**

**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):

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):

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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

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Melbourne Victoria 3000 Australia

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3015  
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London SW1V 1LH  
UK  
Tel +44 20 7802 4000  
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bhpbilliton.com

**Group Governance**

14 December 2016

**ASX Listing Rules Appendix 3Y**

**Change of Director s Interest Notice**

**Name of entities**

BHP Billiton Limited  
ABN 49 004 028 077

BHP Billiton Plc  
REG NO 3196209

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.

**Name of Director** Andrew Mackenzie

**Date of last notice** 5 September 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.

**Direct or indirect interest**

Indirect

**Nature of indirect interest**

**(including registered holder)**

Andrew Mackenzie has an indirect interest in 266,205 ordinary shares in BHP Billiton Plc and 55,200 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.

**No change to these interests.**

**Date of change**

9 December 2016

**No. of securities held prior  
to change**

Ordinary shares:

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

778,313 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.

**Class** Performance Shares (ordinary shares of BHP Billiton Limited) under the Long Term Incentive Plan

**Number acquired** 339,753 Performance Shares (BHP Billiton Limited) under the Long Term Incentive Plan

**Number disposed** -

**Value/Consideration** -

**No. of securities held after** Ordinary shares:

**change**

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.

**Nature of change**

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

This notification is in respect of the award of Performance Shares under the Long Term Incentive Plan.

**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.

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

**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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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: Neathouse Place, London SW1V  
1LH 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: December 14, 2016

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