

BHP BILLITON LTD  
Form 6-K  
September 06, 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**  
**September 5, 2016**

<b>BHP BILLITON LIMITED</b> <b>(ABN 49 004 028 077)</b> <b>(Exact name of Registrant as specified in its charter)</b>	<b>BHP BILLITON PLC</b> <b>(REG. NO. 3196209)</b> <b>(Exact name of Registrant as specified in its charter)</b>
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**VICTORIA, AUSTRALIA**  
**(Jurisdiction of incorporation or organisation)**

**171 COLLINS STREET, MELBOURNE,**

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

**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  
bhpbilliton.com

BHP Billiton Plc  
Neathouse Place  
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UK  
Tel +44 20 7802 4000  
Fax + 44 20 7802 4111  
bhpbilliton.com

## Group Governance

5 September 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** 7 December 2015

#### 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.

\* Note total above reflects shares transferred in this transaction.

#### Date of change

31 August 2016 for vesting 1 September 2016 for sale

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

Ordinary shares:

BHP Billiton Plc

266,205 Indirect

BHP Billiton Limited

16,575 Indirect

Options and other rights:

BHP Billiton Plc

309,899 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.

143,093 Maximum number of Deferred Shares (ordinary shares of BHP Billiton Limited) under the Short Term Incentive Plan.

**Class**

Ordinary shares in BHP Billiton Limited

**Number acquired**

82,904 (BHP Billiton Limited)

**Number disposed**

44,279 (BHP Billiton Limited)

**Value/Consideration**

Vesting of 73,527 at nil cost

9,377 Dividend Equivalent Payments in shares at nil cost

Sale of 44,279 at AUD\$19.81 per share (average)

**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

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.

**Nature of change**

The acquisition of:

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

73,527 ordinary shares in BHP Billiton Limited following the vesting of  
Deferred Shares under the FY2014 Short Term Incentive Plan; and

9,377\* ordinary shares in BHP Billiton Limited in accordance with the  
Group's policy on Dividend Equivalent Payments.

In addition, an on-market sale of 44,279 BHP Billiton Limited ordinary shares on the Australian Securities Exchange, made in order to meet expected tax obligations.

\* Certain awards granted under BHP Billiton equity plans include eligibility to receive a Dividend Equivalent Payment as described in the BHP Billiton Remuneration Report. During 2013 the Remuneration Committee determined the Dividend Equivalent Payments on certain awards be provided in the form of ordinary shares.

2011 Long Term Incentive Plan nil vesting:

None of Andrew Mackenzie's 158,290 2011 Long Term Incentive Plan awards vested. BHP Billiton's five year TSR performance was negative 63.4 per cent over the five-year period from 1 July 2011 to 30 June 2016. This is below the weighted median TSR of peer companies of negative 58.4 per cent and below the TSR of the MSCI World Index of positive 38.9 per cent. This level of performance results in zero vesting for the 2011 Long Term Incentive Plan awards and accordingly the awards have lapsed.

## 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>	-
<b>Part 3 Closed period</b>	

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



**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  
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: 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: September 5, 2016

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