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WESTPAC BANKING CORP
 Form 424B2
 July 10, 2012

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

Preliminary Pricing Supplement No. 39 - Dated Monday, July 9, 2012 (To: Prospectus Dated May 10, 2012)

| CUSIP Number | Principal Amount | Selling Price | Gross Concessions | Net Proceeds | Coupon Type | Coupon Rate | Coupon Frequency | Day Count Basis | Maturity Date | 1st Coupon Date | 1st Coupon Amount | Survivor s Option | FDIC Guaranteed | Pro |
|--------------|------------------|---------------|-------------------|--------------|-------------|-------------|------------------|-----------------|---------------|-----------------|-------------------|-------------------|-----------------|-----------------|
| 96121BBR7 | \$ 100.000% | | 1.250% | \$ | Fixed | 2.000% | Monthly | 30/360 | 07/15/2017 | 08/15/2012 | \$1.44 | Yes | No | Se Unsu N |

Redemption Information: Non-Callable

Trade Date: Monday, July 16, 2012 @
 12:00 PM ET

Westpac E
 Corp

Settle Date: Thursday, July 19,
 2012

Prospectus dat
 10

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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