

BHP BILLITON LTD
Form 6-K
August 23, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER

Pursuant to Rule 13a-16 or 15d-16 of

the Securities Exchange Act of 1934

August 23, 2013

<u>Commission File Number</u>	<u>Translation of registrant's name into English; Address of principal executive offices</u>
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	BHP Billiton Limited (ABN 49 004 028 077) 180 LONSDALE STREET, MELBOURNE, VICTORIA 3000 AUSTRALIA
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-	BHP Billiton Plc (REG. NO. 3196209) NEATHOUSE PLACE, VICTORIA, LONDON, UNITED KINGDOM
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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): ☐

Indicate by check mark whether the registrant by furnishing the

information contained in this form is also thereby furnishing the

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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): 82-.

Company Secretariat

23 August 2013

To:
Australian Securities Exchange
London Stock Exchange

cc:
New York Stock Exchange
JSE Limited

Notification of Change of Interests of Directors and Connected Persons
(Australian Securities Exchange Listing Rules Appendix 3Y)
(Listing Rules & Disclosure and Transparency Rules of the UK Listing Authority)

Name of entities:
BHP Billiton Limited ABN 49 004 028 077
BHP Billiton Plc REG NO 3196209

As part of a dual listed company structure, the Group voluntarily notifies all stock exchanges on which either BHP Billiton Limited or BHP Billiton Plc have primary or secondary listings, all those interests of directors and persons discharging managerial responsibilities of both entities in the securities of both entities (and changes to those interests) which are required to be disclosed under the Australian Securities Exchange (ASX) Listing Rules, the Listing Rules and Disclosure and Transparency Rules of the United Kingdom Listing Authority, the Australian Corporations Act, the United Kingdom Companies Acts and the Group's Securities Dealing document.

We (the entities) advise the following information under ASX Listing Rule 3.19A.2, the UK Listing Authority Disclosure and Transparency Rule 3.1.4 and as agent for the director for the purposes of section 205G of the Australian Corporations Act and in accordance with the Group's Securities Dealing document.

Name of person discharging managerial responsibilities:
Mr A Mackenzie

Date of last notice:
10 May 2013

Date issuer informed of transaction:
22 August 2013

Date and place of transaction:

21 August 2013 (London Stock Exchange)

Nature of transaction:

The acquisition of 211,795** ordinary shares in BHP Billiton Plc following the exercise of Performance Shares granted in 2008 under the Long Term Incentive Plan (LTIP), 39,230 ordinary shares in BHP Billiton Plc following the exercise of Deferred Shares granted in 2011 under the Group Incentive Scheme (GIS) and 16,119 ordinary shares in BHP Billiton Plc following the exercise of Options granted in 2009 under the GIS. In addition, an on-market sale of 137,842 ordinary shares on the London Stock Exchange, made in order to meet expected tax obligations and to fund the cost of exercise of the GIS Options.

**In respect of the 2008 LTIP, BHP Billiton exceeded the relative total shareholder return of the comparator group by 34.6 per cent over the five year performance period. Under the rules of the LTIP this level of performance provides the basis for full vesting of Performance Shares, unless the Remuneration Committee exercises its discretion to reduce the number of Performance Shares that vest. The Committee has, for the first time, exercised that discretion and elected to reduce vesting by 35 per cent for all LTIP participants. Accordingly, 35 per cent of Performance Shares will not vest and will instead lapse. In making its decision, the Committee and the Board took into account a range of factors, including the total remuneration of LTIP participants in the current economic environment. In Mr Mackenzie's case, this means that 114,044 of his 2008 LTIP Performance Shares lapsed and did not vest.

Part 1 – Change of relevant interests in securities

Included in this Part are:

- in the case of a trust, interests in the trust made available by the responsible entity of the trust;
- details of the circumstance giving rise to the relevant interest;
- details and estimated valuation if the consideration is non-cash; and
- changes in the relevant interest of Connected Persons of the director.

Direct or indirect interest:

Indirect

Nature of indirect interest(including registered holder):

Mr Mackenzie has an indirect interest in 201,921* ordinary shares in BHP Billiton Plc. 201,710* of these ordinary shares are held by Pershing Nominees held jointly by Mr A Mackenzie and Mrs E Mackenzie, of which Mr Mackenzie is a beneficiary, and 211 ordinary shares of BHP Billiton Plc held by Computershare Nominees on behalf of Shareplus participants as Acquired Shares under the scheme. Shareplus is an all employee share purchase plan of the BHP Billiton Group.

*Note – totals above reflect shares transferred in this transaction.

Date of change:

21 August 2013

No. of securities held prior to change:

72,619

Class:

Ordinary Shares in BHP Billiton Plc

Number acquired:

267,144

Number disposed:

137,842

Value/Consideration:

Exercise of 251,025 at nil cost

Exercise of 16,119 at £18.68 per Option

Sale of 137,842 at £18.75 per share (average)

No. of securities held after change:

201,921

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

Please see "Nature of transaction" above.

Any additional information:

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Part 2 –Change of interests in contracts other than as described in Part 4

Included in this Part are:

- only details of a contract in relation to which the interest has changed; and
- details and estimated valuation if the consideration is non-cash.

Detail of contract:

—

Nature of interest:

—

Name of registered holder(if issued securities):

—

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 contracts detailed above traded during a closed period where prior written clearance was required?:

No.

If so, was prior written clearance provided to allow the trade to proceed during this period?:

Under our Securities Dealing Policy a Person Discharging Managerial Responsibilities cannot deal in BHP Billiton Securities without prior clearance. This requirement applies to all dealings, including those that occur outside of a Close Period.

If prior written clearance was provided, on what date was this provided?:

—

Part 4 – Change of interests in options or other rights granted by the entities

Included in this Part are only details of options or other rights granted which have changed, save for the total number of securities over which options or other rights are held following this notification.

Date of grant:

—

Period during which or date on which exercisable:

—

Total amount paid (if any) for the grant:

—

Description of securities involved (class; number):

—

Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise:

—

Total number of securities over which options or other rights held at the date of this notice:

526,836

– maximum number of Performance Shares (ordinary shares of BHP Billiton Plc) under the LTIP

20,023

– maximum number of Deferred Shares (ordinary shares of BHP Billiton Plc) under the GIS

30,389

– vested GIS Options (ordinary shares of BHP Billiton Plc)

211

– maximum number of matched shares (ordinary shares of BHP Billiton Plc) under Shareplus

577,459

– Total

Any additional information:

This notification is in respect of an exercise of vested 2008 Performance Shares (211,795) and lapse of 114,044 Performance Shares (refer “Nature of Transaction” above) under the BHP Billiton Plc LTIP, the exercise of vested 2011 Deferred Shares (39,230) under the BHP Billiton Plc GIS and exercise of previously vested 2009 Options (16,119) under the BHP Billiton Plc GIS.

Part 5 – Contact details:

Name of authorised officers responsible for making this notification on behalf of the entities:

Nicola Kleynhans

– BHP Billiton Limited

Geof Stapledon

– BHP Billiton Plc

Contact details:

Nicola Kleynhans

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BHP Billiton Limited ABN 49 004 028 077

Registered in Australia

Registered Office: 180 Lonsdale Street

Melbourne Victoria 3000 Australia

Tel +61 1300 55 4757 Fax +61 3 9609 3015

BHP Billiton Plc Registration number 3196209

Registered in England and Wales

Registered Office: Neathouse Place

London SW1V 1BH United Kingdom

Tel +44 20 7802 4000 Fax +44 20 7802 4111

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.

Date : August 23, 2013

BHP Billiton Limited (ABN 49 004 028 077) BHP Billiton
Plc (REG. NO. 3196209)

By: /s/ Jane McAloon
Name: Jane McAloon
Title: Group Company Secretary