

BHP BILLITON LTD  
Form 6-K  
May 26, 2015

**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**  
**May 26, 2015**

**BHP BILLITON LIMITED**

**(ABN 49 004 028 077)**

**(Exact name of Registrant as specified in its charter)**

**VICTORIA, AUSTRALIA**

**(Jurisdiction of incorporation or organisation)**

**BHP BILLITON PLC**

**(REG. NO. 3196209)**

**(Exact name of Registrant as specified in its charter)**

**ENGLAND AND WALES**

**(Jurisdiction of incorporation or organisation)**

**171 COLLINS STREET, MELBOURNE,**

**NEATHOUSE PLACE, VICTORIA, LONDON,**

**VICTORIA 3000 AUSTRALIA**

**UNITED KINGDOM**

**(Address of principal executive offices)**

**(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):

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

**Company Secretariat**

26 May 2015

BHP Billiton Limited 171 Collins Street Melbourne Victoria 3000 Australia GPO BOX 86 Melbourne Victoria 3001 Australia Tel +61 1300 55 47 57 Fax +61 3 9609 3015 bhpbilliton.com	BHP Billiton Plc Neathouse Place London SW1V 1LH UK Tel +44 20 7802 4000 Fax + 44 20 7802 4111 bhpbilliton.com
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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)**

<b>Name of entities</b>	BHP Billiton Limited ABN 49 004 028 077	BHP Billiton Plc REG NO 3196209
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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, Listing Rules & 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.

<b>Name of person discharging managerial responsibilities</b>	Mr A Mackenzie
<b>Date of last notice</b>	22 December 2014
<b>Date issuer informed of transaction</b>	25, 26 May 2015
<b>Date and place of transaction</b>	<u>Shareplus vesting:</u>

26 May 2015 (London Stock Exchange).

Adjustment of unvested BHP Billiton Awards:

**Nature of transaction** 24 May 2015 (not applicable).  
Shareplus vesting:

The acquisition of 41 Matched Shares (ordinary fully paid shares of BHP Billiton Plc), and the transfer of 41 Acquired Shares (ordinary fully paid shares of BHP Billiton Plc) under the terms of the all employee share plan Shareplus (2012) (see Part 1).

Adjustment of unvested BHP Billiton Awards:

The adjustment of unvested BHP Billiton Awards on the terms set out in section 11.1 of the Shareholder Circular dated 16 March 2015 to compensate for the dilution in the value of BHP Billiton as a result of the demerger of South32 from BHP Billiton (see Part 4).

**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.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b>	Mr Mackenzie has an indirect interest in 266,246* ordinary shares in BHP Billiton Plc held by Pershing Nominees held jointly by Mr A Mackenzie and Mrs E Mackenzie, of which Mr Mackenzie is a beneficiary.

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

<b>Date of change</b>	26 May 2015
<b>No. of securities held prior to change</b>	266,164
<b>Class</b>	Ordinary Shares in BHP Billiton Plc
<b>Number acquired</b>	41 (Matched Shares, Shareplus 2012)
<b>Number disposed</b>	-
<b>Value/Consideration</b>	41 Matched Shares nil cost
<b>No. of securities held after change</b>	266,246
<b>Nature of change</b>	Please see Nature of transaction above

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

<b>Any additional information</b>	Shareplus is an all-employee share purchase plan. Under the plan, employees contribute monies to purchase shares (Acquired Shares), up to an annual contribution limit of US\$5,000 in any Plan year. Shares are purchased on a quarterly basis using the employees contributions made each pay period over the preceding 3 months. Any Acquired Shares still held by employees at the end of a 3 year qualification period will be matched by the company on a 1:1 basis.
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**Part 2 Change of interests in contracts other than as described in Part 2**

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 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 our Securities Dealing Policy a Person Discharging Managerial Responsibilities cannot deal in BHP Billiton Securities without prior written 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.

<b>Date of grant</b>	24 May 2015
<b>Period during which or date on which exercisable</b>	Consistent with the terms of the unvested BHP Billiton Awards that have been adjusted.
	LTIP Performance Shares
	- August 2015
	- August 2016
	- August 2017
	- August 2018
	- August 2019
	STIP Deferred Shares
	- August 2016
	GIS Deferred Shares
	- August 2015
<b>Total amount paid (if any) for the grant</b>	-
<b>Description of securities involved: class; number</b>	32,711 Performance Shares (BHP Billiton Plc) under the LTIP
	31,167 Performance Shares (BHP Billiton Limited) under the LTIP
	5,226 Deferred Shares (BHP Billiton Limited) under the STIP
	2,155 Deferred Shares (BHP Billiton Limited) under the GIS
<b>Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise</b>	Nil
<b>Total number of securities over which options or other rights held at the date of this notice</b>	<u>BHP Billiton Plc:</u>

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439,547 maximum number of Performance Shares  
(ordinary shares of BHP Billiton Plc) under the LTIP

30,389 vested GIS options (ordinary shares of BHP  
Billiton Plc)

469,936 Total

BHP Billiton Limited:

438,560 maximum number of Performance Shares  
(ordinary shares of BHP Billiton Limited) under the  
LTIP

73,527 maximum number of Deferred Shares (ordinary  
shares of BHP Billiton Limited) under the STIP

30,312 maximum number of Deferred Shares (ordinary  
shares of BHP Billiton Limited) under the GIS

542,399 Total



**Any additional information**

Shareplus vesting:

This notification is in respect of the allocation of vested Matched Shares and the transfer of Acquired Shares previously held by the nominee under Shareplus. Shareplus is described in more detail under Additional Information in Part 1.

Adjustment of unvested BHP Billiton Awards:

Total number of securities over which options or other rights held at the date of this notice as shown above includes the adjustments to unvested BHP Billiton Awards which were made on the terms set out in section 11.1 of the Shareholder Circular dated 16 March 2015 to compensate for the dilution in the value of BHP Billiton as a result of the demerger of South32 from BHP Billiton. This included adjustments to the number of Shares in BHP Billiton which may be allocated on vesting of Performance Shares held under the LTIP, Deferred Shares held under the STIP, Deferred Shares held under the GIS, Transitional GMC Awards, Deferred Shares held under the GSTIP and Restricted Shares (BHP Billiton Limited) held under the MAP.

**Part 5 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: 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: May 26, 2015

By: /s/ Rachel Agnew

Name: Rachel Agnew

Title: Company Secretary