

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

Name of entity	Woolworths Limited
ABN	88 000 014 675

We (the entity) give 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	Grant O'Brien
Date of last notice	29 September 2011

### 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	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Registered holder and beneficial owner
Date of change	19 November 2012
No. of securities held prior to change	1) 32,870 Shares 2) 139,415 Options 1) 35,600 Rights
Class	1) Ordinary fully paid shares 2) Unlisted Options over ordinary fully paid shares 3) Unlisted Performance Rights over ordinary fully paid shares
Number acquired	65,665 Shares
Number disposed	65,665 Shares
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	43,750 shares acquired at \$25.91 21,915 shares acquired at \$24.90 65,665 shares disposed at market value

+ See chapter 19 for defined terms.

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No. of securities held after change	3) 32,870 Shares 4) 45,000 Options 5) 110,478 Rights
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	65,665 shares issued pursuant to the exercise of options granted under the terms and conditions of the Woolworths Limited Long Term Incentive Plan (43,750 options issued in 2007 and 21,915 options issued in 2008. 65,665 shares subsequently sold on-market to fund the exercise price and associated tax liability arising from the exercise of the options.

**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.

Detail of contract	N/A
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
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
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If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

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