

Company Secretariat

BHP Billiton Limited 180 Lonsdale Street Melbourne Victoria 3000 Australia GPO BOX 86A Melbourne Victoria 3001 Australia Tel +61 1300 55 47 57 Fax +61 3 9609 4372 bhpbilliton.com

JSE Limited

New York Stock Exchange

BHP Billiton Plc Neathouse Place London SW1V 1BH UK

Tel +44 20 7802 4000 Fax + 44 20 7802 4111 bhpbilliton.com

3 October 2012

To: Australian Securities Exchange London Stock Exchange

Notification of Change of Interests of

Persons Discharging Managerial Responsibility (Listing Rules & Disclosure and Transparency Rules of the UK Listing Authority)

CC:

Name of entities	BHP Billiton Limited	BHP Billiton Plc	
	ABN 49 004 028 077	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 Listing Rules and Disclosure and Transparency Rules of the United Kingdom Listing Authority and the Group's Securities Dealing document.

We (the entities) advise the following information under the UK Listing Authority Disclosure and Transparency Rule 3.1.4 and as agent for the person discharging managerial responsibilities in accordance with the Group's Securities Dealing document.

Name of person discharging managerial responsibilities	Mr G Kerr
Date of last notice	n/a
Date issuer informed of transaction	3 October 2012
Date and place of transaction	3 October 2012 (Australian Securities Exchange)
Nature of transaction	The acquisition of 40,000 ordinary shares in BHP Billiton Limited following the exercise of Performance Shares under the 2007 Long Term Incentive Plan, 10,160 ordinary shares in BHP Billiton Limited following the exercise of Deferred Shares under the 2010 Group Short Term Incentive Plan and 21,000 ordinary shares in BHP Billiton Limited following the exercise of Restricted Shares under the 2009 Management Award Plan. In addition, an on-market sale of 21,598 ordinary shares on the Australian Securities Exchange, made in order to meet expected tax obligations.

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	Direct		
Nature of indirect interest	BHP Billiton Limited		
(including registered holder)	Mr Kerr has an indirect interest in 297 ordinary shares in BHP Billiton Limited 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.		
Date of change	3 October 2012		
No. of securities held prior to change	297 – Indirect 5,163 – Direct		
Class	Ordinary Shares in BHP Billiton Limited		
Number acquired	71,160		
Number disposed	21,598		
Value/Consideration	Exercise of 71,160 at nil cost Sale of 21,598 at \$33.41 per share		
No. of securities held after change	297 – Indirect 54,725 – Direct		
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	The acquisition of 40,000 ordinary shares in BHP Billiton Limited following the exercise of Performance Shares under the 2007 Long Term Incentive Plan, 10,160 ordinary shares in BHP Billiton Limited following the exercise of Deferred Shares under the 2010 Group Short Term Incentive Plan and 21,000 ordinary shares in BHP Billiton Limited following the exercise of Restricted Shares under the 2009 Management Award Plan. In addition, an onmarket sale of 21,598 ordinary shares on the Australian Securities Exchange, made in order to meet expected tax obligations.		
Any additional information	In addition, Mr Kerr has elected to cease contributions to Shareplus.		

Part 2 - Change of interests in contracts other than as described in Part 3

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 – 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	

Part 3 – Change of interests in options or other rights granted by the entities (cont'd)

Total number of securities over which options or other rights held at the date of	BHP Billiton Limited:	
this notice	11,963 – maximum number of Deferred Shares (ordinary shares of BHP Billiton Limited) under the GSTIP	
	49,500 – maximum number of MAP Awards (over ordinary shares of BHP Billiton Limited) under the MAP	
	188 – maximum number of matched shares (ordinary shares of BHP Billiton Limited) under Shareplus	
	61,651 – Total	
Any additional information	This notification is in respect of an exercise of vested 2007 Performance Shares (40,000) under the BHP Billiton Limited Long Term Incentive Plan, vested 2010 Deferred Shares (10,160) under the BHP Billiton Plc Group Short Term Incentive Plan and vested 2009 Restricted Shares (21,000) under the BHP Billiton Plc Management Award Plan.	

Part 4 - Contact details

Name of authorised officers responsible for making this notification on behalf of	Nicola Evans – BHP Billiton Limited		
the entities	Geof Stapledon – BHP Billiton Plc		
Contact details	Nicola Evans	Tel: Fax:	+61 3 9609 4326 +61 3 9609 4372
	Geof Stapledon	Tel: Fax:	+44 20 7802 4176 +44 20 7802 3054