

3 October 2012

To: Australian Securities Exchange  
London Stock Exchange

cc: New York Stock Exchange  
JSE Limited

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

<b>Name of entities</b>	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.

<b>Name of person discharging managerial responsibilities</b>	Ms K J Wood
<b>Date of last notice</b>	3 April 2012
<b>Date issuer informed of transaction</b>	3 October 2012
<b>Date and place of transaction</b>	2 & 3 October 2012 (Australian Securities Exchange)
<b>Nature of transaction</b>	The acquisition of 90,000 ordinary shares in BHP Billiton Limited following the exercise of Performance Shares under the 2007 Long Term Incentive Plan and 23,197 ordinary shares in BHP Billiton Limited following the exercise of Deferred Shares under the 2010 Group Incentive Scheme. Ms Wood also placed an on-market sale of 60,000 ordinary shares on the Australian Securities Exchange, made in order to meet expected tax obligations. In addition, Ms Wood has transferred 10,000 ordinary shares by an off-market transfer (disposal) to a family member.

## 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/Direct
<b>Nature of indirect interest (including registered holder)</b>	Ms Wood has an indirect interest in 63,320 ordinary shares in BHP Billiton Limited as follows:  (i) 63,000 ordinary shares in BHP Billiton Limited registered in the name of Sloan Wood Superannuation Fund. The Trustees of this private superannuation fund are K Wood and A Sloan; and  (ii) 320 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.
<b>Date of change</b>	2 & 3 October 2012
<b>No. of securities held prior to change</b>	206,364 (Direct) 63,320 (Indirect)
<b>Class</b>	Ordinary Shares in BHP Billiton Limited
<b>Number acquired</b>	113,197
<b>Number disposed</b>	60,000 (disposal) 10,000 (transfer)
<b>Value/Consideration</b>	Exercise of 113,197 at nil cost Sale of 60,000 at \$33.53 per share Transfer of 10,000 shares at nil
<b>No. of securities held after change</b>	249,561 (Direct) 63,320 (Indirect)
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	The acquisition of 90,000 ordinary shares in BHP Billiton Limited following the exercise of Performance Shares under the 2007 Long Term Incentive Plan and 23,197 ordinary shares in BHP Billiton Limited following the exercise of Deferred Shares under the 2010 Group Incentive Scheme. Ms Wood also placed an on-market sale of 60,000 ordinary shares on the Australian Securities Exchange, made in order to meet expected tax obligations. In addition, Ms Wood has transferred 10,000 ordinary shares by an off-market transfer (disposal) to a family member.
<b>Any additional information</b>	In addition, Ms Wood 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.

<b>Detail of contract</b>	—
<b>Nature of interest</b>	—
<b>Name of registered holder (if issued securities)</b>	—
<b>No. and class of securities to which interest related prior to change</b>	—
<b>Interest acquired</b>	—
<b>Interest disposed</b>	—
<b>Value/Consideration</b>	—
<b>Interest after change</b>	—

## 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.

<b>Date of grant</b>	—
<b>Period during which or date on which exercisable</b>	—
<b>Total amount paid (if any) for the grant</b>	—
<b>Description of securities involved: class; number</b>	—
<b>Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise</b>	—

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

<p><b>Total number of securities over which options or other rights held at the date of this notice</b></p>	<p>425,027 – maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the LTIP</p> <p>64,187 – vested LTIP Performance Shares (ordinary shares of BHP Billiton Limited)</p> <p>28,539 – maximum number of Deferred Shares (ordinary shares of BHP Billiton Limited) under the GIS</p> <p>320 – maximum number of Matched Shares (ordinary shares of BHP Billiton Limited) under Shareplus</p> <hr/> <p>518,073 – Total</p>
<p><b>Any additional information</b></p>	<p>This notification is in respect of an exercise of vested 2007 Performance Shares (90,000) under the BHP Billiton Limited Long Term Incentive Plan and the exercise of vested 2010 Deferred Shares (23,197) under the BHP Billiton Limited Group Incentive Scheme.</p>

**Part 4 – Contact details**

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