

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

BHP Billiton Plc
Neathouse Place
London SW1V 1BH UK
Tel +44 20 7802 4000
Fax +44 20 7802 4111
bhpbilliton.com

14 December 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)**

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 M P Randolph
Date of last notice	6 December 2012
Date issuer informed of transaction	13 December 2012
Date and place of transaction	13 December 2012 (Australian Securities Exchange)
Nature of transaction	On-market sale of 90,000 BHP Billiton Limited Ordinary Shares on the Australian Securities Exchange.

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 (including registered holder)	Mr Randolph has an indirect interest in 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. There is no change to the above holding.
Date of change	13 December 2012
No. of securities held prior to change	405,425
Class	Ordinary Shares in BHP Billiton Limited
Number acquired	—
Number disposed	90,000
Value/Consideration	\$35.91
No. of securities held after change	315,425
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-market sale on the Australian Securities Exchange
Any additional information	—

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 this notice	<p>696,529 – maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the LTIP</p> <p>61,763 – 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>758,612 – Total</p>
Any additional information	<p>—</p>

Part 4 – Contact details

Name of authorised officers responsible for making this notification on behalf of the entities	<p>Nicola Evans – BHP Billiton Limited</p> <p>Geof Stapledon – BHP Billiton Plc</p>
Contact details	<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>