

# 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 Woodside Petroleum Limited
ABN 55 004 898 962

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	Robert James COLE
Date of last notice	7 August 2012

### 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	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Beneficial interest in ordinary fully paid shares held by Pacific Custodians Pty Ltd as trustee under the Woodside Executive Incentive Plan.
Date of change	22 February 2013

+ See chapter 19 for defined terms.

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<p>No. of securities held prior to change</p>	<p>Direct:</p> <p>7,163 ordinary shares</p> <p>1,830 equity rights held under the Woodside Equity Plan (as previously disclosed in Woodside's 2012 Annual Report)</p> <p>Indirect:</p> <p>4,007 ordinary shares held by Asgard Capital Management Ltd (Account: Robert Cole)</p> <p>13,328 ordinary shares held by Pacific Custodians Pty Ltd as trustee under the managed share facility</p> <p>4,004 ordinary shares held by Pacific Custodians Pty Ltd as trustee under the Woodside Executive Incentive Plan</p> <p>The key terms of Woodside's employee share plans are set out in the 2012 Remuneration Report, which appears on pages 53 to 65 of the 2012 Annual Report.</p>
<p>Class</p>	<p>Ordinary</p>
<p>Number acquired</p>	<p>7,882</p>
<p>Number disposed</p>	<p>Nil</p>
<p><b>Value/Consideration</b>  Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>Consideration is the provision of services under an executive employment agreement.</p> <p>Estimated value at 22 February 2013 (the allocation date): A\$37.92 per share (based on the average of the daily volume-weighted average sale price of shares sold on the ASX during the five trading days prior to the allocation date).</p>

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<p>No. of securities held after change</p>	<p>Direct:</p> <p>7,163 ordinary shares</p> <p>1,830 equity rights held under the Woodside Equity Plan</p> <p>Indirect:</p> <p>4,007 ordinary shares held by Asgard Capital Management Ltd (Account: Robert Cole)</p> <p>13,328 ordinary shares held by Pacific Custodians Pty Ltd as trustee under the managed share facility</p> <p>4,004 ordinary shares held by Pacific Custodians Pty Ltd as trustee of the Woodside Executive Incentive Plan</p> <p>7,882 ordinary shares held by Pacific Custodians Pty Ltd as trustee under the Woodside Executive Incentive Plan.</p> <p>The key terms of Woodside's employee share plans are set out in the 2012 Remuneration Report, which appears on pages 53 to 65 of the 2012 Annual Report</p>
<p><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</p>	<p>Allocation of restricted shares under the Woodside Executive Incentive Plan.</p> <p>The allocation relates to the deferred component of Mr Cole's Short Term Award for the 2012 performance year as detailed in the 2012 Remuneration Report, which appears on pages 53 to 65 of the 2012 Annual Report.</p>

**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.

<p><b>Detail of contract</b></p>	<p>Mr Cole is a participant in the Executive Incentive Plan. The key terms of Mr Cole's participation in the Executive Incentive Plan are set out in the 2012 Remuneration Report, which appears on pages 53 to 65 of the 2012 Annual Report.</p>
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Nature of interest	Direct  Variable pay rights (VPRs) held under the Executive Incentive Plan. As set out in the 2012 Remuneration Report, whether shares will be allocated upon vesting of the VPRs and, if so, the number of shares to be allocated, will depend on: <ul style="list-style-type: none"> <li>the extent to which various vesting conditions are met; and</li> <li>whether the Board determines that the VPRs are to be satisfied by cash or an allocation of shares.</li> </ul>
Name of registered holder (if issued securities)	N/A
Date of change	22 February 2013
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	Direct  39,694 VPRs held under the Executive Incentive Plan (as previously disclosed in Woodside's 2012 Annual Report).
Interest acquired	19,430
Interest disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Consideration is the provision of services under an executive employment agreement.  The fair value of the VPRs as at 22 February 2013 has been determined as US\$15.90, by applying the Binomial option pricing technique, which takes into account the risk of forfeiture if performance conditions are not met.
Interest after change	Direct  59,124 VPRs held under the Executive Incentive Plan.

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

<b>Name of entity</b>	Woodside Petroleum Ltd
<b>ABN</b>	55 004 898 962

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.

<b>Name of Director</b>	Peter John COLEMAN
<b>Date of last notice</b>	11 September 2012

### 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.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Beneficial interest in ordinary fully paid shares held by Pacific Custodians Pty Ltd as trustee under Mr Coleman's executive employment agreement.
<b>Date of change</b>	22 February 2013
<b>No. of securities held prior to change</b>	44,003 ordinary shares held by Pacific Custodians Pty Ltd as trustee under the trust deed governing the acquisition and holding of the CEO Incentive Shares.  11,001 ordinary shares held by Pacific Custodians Pty Ltd as trustee under the managed share facility.
<b>Class</b>	Ordinary fully paid shares
<b>Number acquired</b>	33,720
<b>Number disposed</b>	Nil

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<p><b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>Consideration is the provision of services under an executive employment agreement.</p> <p>Estimated value at 22 February 2013 (the allocation date): A\$37.92 per share (based on the average of the daily volume-weighted average sale price of shares sold on the ASX during the five trading days prior to the allocation date).</p>
<p><b>No. of securities held after change</b></p>	<p>33,720 ordinary shares held by Pacific Custodians Pty Ltd as trustee under Mr Coleman's executive employment agreement.</p> <p>44,003 ordinary shares held by Pacific Custodians Pty Ltd as trustee under the trust deed governing the acquisition and holding of the CEO Incentive Shares.</p> <p>11,001 ordinary shares held by Pacific Custodians Pty Ltd as trustee under the managed share facility.</p> <p>The key terms of Woodside's employee share plans are set out in the 2012 Remuneration Report, which appears on pages 53 to 65 of the 2012 Annual Report.</p>
<p><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</p>	<p>Allocation of restricted shares in accordance with Mr Coleman's executive employment agreement.</p> <p>The allocation relates to the deferred component of Mr Coleman's Short Term Award for the 2012 performance year as detailed in the 2012 Remuneration Report, which appears on pages 53 to 65 of the 2012 Annual Report.</p>

### 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.

<p><b>Detail of contract</b></p>	<p>Mr Coleman's remuneration is governed by his executive employment agreement. The key terms of Mr Coleman's remuneration are set out in the 2012 Remuneration Report, which appears on pages 53 to 65 of the 2012 Annual Report.</p>
<p><b>Nature of interest</b></p>	<p>Direct</p> <p>Variable pay rights (VPRs) granted in accordance with Mr Coleman's executive employment agreement. The key terms of the VPRs are set out in the 2012 Remuneration Report, which appears on pages 53 to 65 of the 2012 Annual Report. The vesting conditions of the VPRs are the same as those that apply to the VPRs issued under Woodside's Executive Incentive Plan.</p> <p>Whether shares will be allocated upon vesting of the VPRs and, if so, the number of shares to be allocated, will depend on:</p> <ul style="list-style-type: none"> <li>• the extent to which various vesting conditions are met; and</li> <li>• whether the Board determines that the VPRs are to be satisfied by cash or an allocation of shares.</li> </ul>

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<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	22 February 2013
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	Direct  66,560 VPRs granted in accordance with Mr Coleman's executive employment agreement (as previously disclosed in Woodside's 2012 Annual Report).
<b>Interest acquired</b>	150,665
<b>Interest disposed</b>	Nil
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	Consideration is the provision of services under an executive employment agreement.  The fair value of the VPRs as at 22 February 2013 has been determined as US\$15.90, by applying the Binomial option pricing technique, which takes into account the risk of forfeiture if performance conditions are not met.
<b>Interest after change</b>	Direct  217,225 VPRs granted in accordance with Mr Coleman's executive employment agreement.

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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