

WESTPAC BANKING CORP  
Form FWP  
November 17, 2009

Filed Pursuant to Rule 433

Registration Statement No. 333-157381

Final November 16, 2009

**Free Writing Prospectus**

(To Preliminary Prospectus Supplement dated November 16, 2009 and Prospectus dated November 16, 2009)

November 16, 2009

**US\$2,000,000,000 2.25% Notes due 2012**

**US\$2,000,000,000 4.875% Notes due 2019**

**2.25% Notes due 2012**

Issuer:	Westpac Banking Corporation
Principal Amount:	US\$2,000,000,000
Ranking:	Senior Unsecured
Expected Ratings:	Aa1/AA; Negative/Stable (Moody's/S&P)
Legal Format:	SEC Registered Global Notes
Trade Date:	November 16, 2009
Settlement Date:	November 19, 2009
Maturity Date:	November 19, 2012

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Coupon:	2.25%
Price to Public:	99.916%
Benchmark Treasury:	1.375% due November 15, 2012
Benchmark Treasury Spot and Yield:	100-09/1.279%
Re-offer Spread to Benchmark Treasury:	100 basis points
Re-offer Yield:	2.279%
Gross Spread:	25 basis points, paid upfront
All-in Price:	99.666%

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Interest Payment Dates:	Payable semi-annually in arrears on May 19 and November 19 of each year, commencing May 19, 2010 and ending on the Maturity Date, subject to Business Day Convention
Day Count Convention:	30/360, unadjusted
Net Proceeds:	US\$1,993,320,000
Business Days:	Any calendar day that is not a Saturday, Sunday or legal holiday in New York, London or Sydney and on which commercial banks are open for business in New York, London and Sydney
Business Day Convention:	Any payment of principal, premium and interest required to be made on an Interest Payment Date that is not a Business Day will be made on the next succeeding Business Day; and no interest will accrue on that payment for the period from and after the Interest Payment Date to the date of payment on the next succeeding Business Day
Denominations:	Minimum of US\$2,000 with increments of US\$1,000 thereafter
CUSIP:	961214 BJ1
ISIN:	US961214BJ11
Joint Active Bookrunners:	Banc of America Securities LLC Citigroup Global Markets Inc. Deutsche Bank Securities Inc.

### **4.875% Notes due 2019**

Issuer:	Westpac Banking Corporation
Principal Amount:	US\$2,000,000,000
Ranking:	Senior Unsecured
Expected Ratings:	Aa1/AA; Negative/Stable (Moody's/S&P)
Legal Format:	SEC Registered Global Notes
Trade Date:	November 16, 2009
Settlement Date:	November 19, 2009
Maturity Date:	November 19, 2019
Coupon:	4.875%

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Price to Public:	99.929%
Benchmark Treasury:	3.375% due 15 November 2019
Benchmark Treasury Spot and Yield:	100-11/3.334%
Re-offer Spread to Benchmark Treasury:	155 basis points
Re-offer Yield:	4.884%
Gross Spread:	45 basis points, paid upfront
All-in Price:	99.479%
Interest Payment Dates:	Payable semi-annually in arrears on May 19 and November 19 of each year, commencing May 19, 2010 and ending on the Maturity Date, subject to Business Day Convention.
Day Count Convention:	30/360, unadjusted
Net Proceeds:	US\$1,989,580,000
Business Days:	Any calendar day that is not a Saturday, Sunday or legal holiday in New York, London or Sydney and on which commercial banks are open for business in New York, London and Sydney
Business Day Convention:	Any payment of principal, premium and interest required to be made on an Interest Payment Date that is not a Business Day will be made on the next succeeding Business Day; and no interest will accrue on that payment for the period from and after the Interest Payment Date to the date of payment on the next succeeding Business Day
Denominations:	Minimum of US\$2,000 with increments of US\$1,000 thereafter
CUSIP:	961214 BK8
ISIN:	US961214BK83
Joint Active Bookrunners:	Banc of America Securities LLC Citigroup Global Markets Inc. Deutsche Bank Securities Inc.

**Free Writing Prospectus**

**(To Preliminary Prospectus Supplement dated November 16, 2009 and Prospectus dated November 16, 2009)**

**A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get this documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling toll free Banc of America Securities LLC at 1-800-294-1322, Citigroup Global Markets Inc. at 1-877-858-5407 or Deutsche Bank Securities Inc. at 1-800-503-4611.**