

BHP BILLITON LTD  
Form 6-K  
September 02, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER**  
**PURSUANT TO RULE 13a-16 OR 15d-16**  
**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

August 30, 2011

**BHP BILLITON LIMITED**

**(ABN 49 004 028 077)**  
(Exact name of Registrant as specified in its charter)

**VICTORIA, AUSTRALIA**  
(Jurisdiction of incorporation or organisation)

**BHP BILLITON PLC**

**(REG. NO. 3196209)**  
(Exact name of Registrant as specified in its charter)

**ENGLAND AND WALES**  
(Jurisdiction of incorporation or organisation)

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**180 LONSDALE STREET, MELBOURNE,**

**VICTORIA**

**3000 AUSTRALIA**

**(Address of principal executive offices)**

**NEATHOUSE PLACE, VICTORIA, LONDON,**

**UNITED KINGDOM**

**(Address of principal executive offices)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F     Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):   

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):   

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:     Yes     No

If  Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): n/a

**Company Secretariat**

30 August 2011

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Melbourne Victoria 3000 Australia  
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Melbourne Victoria 3001 Australia  
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bhpbilliton.com

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

To: Australian Securities Exchange  
London Stock Exchange

cc: New York Stock Exchange  
JSE Limited

**Notification of Change of Interests of Directors and Connected Persons**

**(Australian Securities Exchange Listing Rules Appendix 3Y)**

**(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 Australian Securities Exchange (ASX) Listing Rules, the Listing Rules and Disclosure and Transparency Rules of the United Kingdom Listing Authority, the Australian Corporations Act, the United Kingdom Companies Acts and the Group's Securities Dealing document.

We (the entities) advise the following information under ASX Listing Rule 3.19A.2, the UK Listing Authority Disclosure and Transparency Rule 3.1.4 and as agent for the director for the purposes of section 205G of the Australian Corporations Act and in accordance with the Group's Securities Dealing document.

|   |  |
|---|--|
| <b>Name of person discharging managerial responsibilities</b> | Mr M J Kloppers  |
| <b>Date of last notice</b>                                    | 1 July 2011  |
| <b>Date issuer informed of transaction</b>                    | 29 August 2011   |
| <b>Date and place of transaction</b>                          | 25 August 2011 (London Stock Exchange)<br>26 August 2011 (Australian Securities Exchange)  |
| <b>Nature of transaction</b>                                  | 225,000 ordinary shares in BHP Billiton Plc following the exercise of Performance Shares under the 2006 Long Term Incentive Plan.<br><br>46,951 ordinary shares in BHP Billiton Limited following the exercise of Deferred Shares under the 2009 Group Incentive Scheme.<br><br>In addition, an on-market sale of 144,696 BHP Billiton Plc ordinary shares on the London Stock Exchange, made in order to meet expected tax obligations. Also, 620 BHP Billiton Limited shares previously held directly were transferred to an indirect account. |

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Registered in Australia

Registered Office: 180 Lonsdale Street, Melbourne Victoria 3000  
Australia

Registered in England and Wales

Registered Office: Neathouse Place, London SW1V 1BH UK

Members of the BHP Billiton Group which is headquartered in Australia

**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**

Indirect / Direct

**Nature of indirect interest**

Mr Kloppers has an indirect interest in 688,895\* ordinary shares in BHP Billiton Plc, as follows:

**(including registered holder)**

i) 363,520 ordinary shares in BHP Billiton Plc registered in the name of Lynchwood Nominees Limited of which Mr Kloppers is the beneficial holder;

ii) 80,000 ordinary shares in BHP Billiton Plc held by the Kloppers Family Superannuation Fund and registered in the name of Lynchwood Nominees Limited; and

iii) 245,375\* ordinary shares in BHP Billiton Plc held by Maricar Pty Ltd as trustee for the Maricar Family Trust and registered in the name of Lynchwood Nominees Limited.

Mr Kloppers also has an indirect interest in 171,325\* ordinary shares in BHP Billiton Limited, as follows:

iv) 148,000\* ordinary shares in BHP Billiton Limited held by Maricar Pty Ltd as trustee for the Maricar Family Trust and registered in the name of UBS Wealth Management Australia Nominees Pty Ltd; and

v) 23,000\* ordinary shares in BHP Billiton Limited held by the Kloppers Family Superannuation Fund and registered in the name of UBS Wealth Management Australia Nominees Pty Ltd; and

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vi) 325 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.

\* Note total above reflects shares acquired from this transaction.

|   |  |
|---|--|
| <b>Date of change</b>                         | 25 August 2011 (on London Stock Exchange)<br>26 August 2011 (on Australian Securities Exchange)  |
| <b>No. of securities held prior to change</b> | 608,591 (BHP Billiton Plc) Indirect<br><br>123,754 (BHP Billiton Limited) Indirect   |
| <b>Class</b>                                  | 656 (BHP Billiton Limited) Direct<br>Ordinary Shares in Plc BHP Billiton Plc & BHP Billiton Limited  |
| <b>Number acquired</b>                        | 225,000 (BHP Billiton Plc)<br>46,951 (BHP Billiton Limited)  |
| <b>Number disposed</b>                        | 144,696 (BHP Billiton Plc)   |
| <b>Value/Consideration</b>                    | Exercise of 225,000 (BHP Billiton Plc) & 46,951 (BHP Billiton Limited) at nil cost<br>Sale of 144,696 (BHP Billiton Plc) at £19.40 (ave) per share |

|  |  |
|--|--|
| <b>No. of securities held after change</b>   | 688,895 (BHP Billiton Plc) Indirect<br>171,325 (BHP Billiton Limited) Indirect   |
| <b>Nature of change</b>  | The acquisition of 225,000 ordinary shares in BHP Billiton Plc following the exercise of Performance Shares under the 2006 Long Term Incentive Plan and 46,951 Deferred Shares under the BHP Billiton Limited 2009 Group Incentive Scheme. In addition, an on-market sale of 144,696 ordinary shares in BHP Billiton Plc on the London Stock Exchange, made in order to meet expected tax obligations. |
| Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back |  |
| <b>Any additional information</b>  | <b>Shareplus - correction of administrative oversight (see below)</b>  |

<sup>(1)</sup> In April 2011 it was reported that 336 BHP Billiton Limited shares were transferred to Mr Kloppers direct shareholding under the Group's all employee share plan SharePlus. Due to an administrative oversight 36 of these shares which were held indirectly by Computershare Nominees were sold to satisfy a tax obligation but were incorrectly reported in the disclosure notice as having been transferred to Mr Kloppers. The 36 BHP Billiton Limited shares were sold without Mr Kloppers knowledge on 4 April 2011 at A\$47.00 per share and the remaining shares were transferred to Mr Kloppers direct shareholding.

**Part 2 Change of interests in contracts other than as described in Part 4**

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 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?**

**If prior written clearance was provided, on what date was this provided?**





**Part 4 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**

**Total number of securities over which options or other rights held at the date of this notice** BHP Billiton Limited interests:

|           |   |
|-----------|---|
| 1,283,327 | maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the LTIP |
| 54,831    | maximum number of Deferred Shares (ordinary shares of BHP Billiton Limited) under the GIS     |
| 325       | maximum number of Matched Shares (ordinary shares of BHP Billiton Limited) under Shareplus    |
| 1,338,483 | Total   |

**Any additional information**

This notification is in respect of an exercise of vested 2006 Performance Shares (225,000) under the BHP Billiton Plc Long Term incentive Plan and the exercise of vested 2009 Deferred Shares (46,951) under the BHP Billiton Limited Group Incentive Scheme.

**Part 5 Contact details**

**Name of authorised officers responsible for**

Libby Joyner BHP Billiton Limited

**making this notification on behalf of the entities**

Geof Stapledon BHP Billiton Plc

**Contact details**

Libby Joyner Tel: +61 3 9609 2339  
Fax: +61 3 9609 4372

Geof Stapledon Tel: +44 20 7802 4176  
Fax: +44 20 7802 3054

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BHP Billiton Limited and BHP Billiton Plc

Date: August 30, 2011

By: /s/ Jane McAloon  
Name: Jane McAloon  
Title: Group Company Secretary