

BHP BILLITON LTD  
Form 6-K  
August 29, 2006

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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 24, 2006

**BHP Billiton**

**Limited**

..... (Translation of registrant's name into English) 180 Lonsdale Street Melbourne VIC 3000 Australia  
.....

(Address of principal executive office)

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

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24 August 2006

To: Australian Stock Exchange

cc: New York Stock Exchange

Swiss Stock Exchange

JSE Limited

London Stock Exchange

Deutsche Bank

UBS Zurich

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

(

**Australian Stock Exchange Listing Rules Appendix 3Y)**

(Listing Rules &amp; Disclosure 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 Stock Exchange (ASX) Listing Rules, the Listing Rules and Disclosure Rules of the United Kingdom Listing Authority, the Australian Corporations Act, the United Kingdom Companies Act and the Group's Securities Dealing Code.

We (the entities) advise the following information under ASX Listing Rule 3.19A.2, the UK Listing Authority Disclosure 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 Code.

Name of director	Mr C W Goodyear
Date of last notice	7 December 2005
Date issuer informed of transaction	23 August 2006
Date and place of transaction	23 August 2006 (place of transaction not applicable)

## Part 1 - Change of director's 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	-
Nature of indirect interest (including registered holder)	-

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Date of change	-
No. of securities held prior to change	-
Class	-
Number acquired	-
Number disposed	-
Value/Consideration	-
No. of securities held after change	-
Nature of change  Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	-
Any additional information	<p>Mr Goodyear has a direct interest in 871,650 ordinary shares in BHP Billiton Limited.</p> <p>Mr Goodyear has an indirect interest in ordinary shares in BHP Billiton Limited held in the form of 41,302 American Depositary Shares. The registered holder is Cede and Company, and they are held on behalf of Mr Goodyear as beneficial owner.</p> <p>Mr Goodyear has an indirect interest in shares of BHP Billiton Plc held in the form of 1,000 American Depositary Shares. The registered holder is Cede and Company, and they are held on behalf of Mr Goodyear and his wife as beneficial joint owners.</p> <p>There is no change to report to the above holdings.</p>

Part 2 - Change of director's 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 director's 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	1,575,188	- 1 021 338 vested Options under the ESP and GIS over 1 575 188 ordinary shares of BHP Billiton Limited
	15,716	- 14 660 vested Performance Rights under the PSP over 15 716 ordinary shares of BHP Billiton Limited
	89,900	- vested GIS Performance Shares (ordinary shares of BHP Billiton Limited)
	44,601	- vested GIS Deferred Shares (ordinary shares of BHP Billiton Limited)
	76,569	- maximum number of GIS Deferred Shares (ordinary shares of BHP Billiton Limited)

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	<p>1,100,000 - maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the LTIP</p> <hr/> <p>2,901,974 Total</p>
Any additional information	<p>This change is in respect of the vesting of 2003 Performance Shares, 2004 Deferred Shares and 2004 Options under the BHP Billiton Limited Group Incentive Scheme (GIS).</p> <p>The performance conditions relating to the Performance Shares were met to 80% and consequently 89,900 Performance Shares vested and 22,475 Performance Shares were lapsed on 23 August 2006.</p> <p>The service conditions relating to the Deferred Shares and Options were met and consequently 44,601 Deferred Shares and 180,613 Options vested on 23 August 2006.</p>

Part 4 - Contact details

Name of authorised officers responsible for making this notification on behalf of the entities	<p>Mr S A Butcher - BHP Billiton Limited</p> <p>Mrs I Watson - BHP Billiton Plc - BHP Billiton Plc</p>
Contact details	<p>Mr S A Butcher Tel: +61 3 9609 3323 Fax: +61 3 9609 4372</p> <p>Mrs I Watson Tel: +44 20 7802 4176 Fax: +44 20 7802 3054</p>

**BHP Billiton Limited ABN 49 004 028 077**

Registered in Australia  
Registered Office: Level 27, 180 Lonsdale Street Melbourne  
Victoria 3000  
Telephone +61 1300 554 757 Facsimile +61 3 9609 3015

**BHP Billiton Plc Registration number 3196209**

Registered in England and Wales  
Registered Office: Neathouse Place London SW1V 1BH United  
Kingdom  
Telephone +44 20 7802 4000 Facsimile +44 20 7802 4111

**The BHP Billiton Group is headquartered in Australia**





## 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

Date: 24 August 2006

By: Karen Wood

Name: Karen Wood

Title: Company Secretary