

WESTPAC BANKING CORP
Form 6-K
February 07, 2006

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

**Report of Foreign Private Issuer Pursuant to Rule 13a-16 or 15d-16 under
the Securities Exchange Act of 1934**

February 7, 2006

Commission File Number 1-10167

WESTPAC BANKING CORPORATION

(Translation of registrant's name into English)

60 MARTIN PLACE, SYDNEY, NEW SOUTH WALES 2000, AUSTRALIA

(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):

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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 Act of 1934.

Yes No

If is marked, indicate the file number assigned to the registrant in connection with Rule 12g3-2(b):82-

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On December 19, 2005, Westpac completed its previously announced off-market share buy-back. Due to strong demand, Westpac increased the size of the buy-back to A\$1 billion from its announced target size of A\$700 million.

Pursuant to the buy-back, Westpac repurchased a total of 52.3 million shares, or 2.8% of Westpac's ordinary shares on issue, for a total consideration of A\$1 billion. Following the buy-back, Westpac's key capital ratios will remain at the upper end of its target ranges.

The information contained in this Report on Form 6-K shall be incorporated by reference in the prospectus relating to the Registrant's debt securities contained in the Registrant's Registration Statement on Form F-3 (File No. 333-10546), as such prospectus may be amended or supplemented from time to time.

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.

WESTPAC BANKING CORPORATION
(Registrant)

Date: February 7, 2006

By: /s/ Manuela Adl
Manuela Adl
SVP & Chief Operating Officer