

BHP BILLITON LTD
Form 6-K
December 07, 2015

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

December 7, 2015

BHP BILLITON LIMITED
(ABN 49 004 028 077)

(Exact name of Registrant as specified in its charter)

VICTORIA, AUSTRALIA

(Jurisdiction of incorporation or organisation)

171 COLLINS STREET, MELBOURNE,

BHP BILLITON PLC
(REG. NO. 3196209)

**(Exact name of Registrant as specified in its
charter)**

ENGLAND AND WALES

(Jurisdiction of incorporation or organisation)

NEATHOUSE PLACE, VICTORIA, LONDON,

VICTORIA 3000 AUSTRALIA

UNITED KINGDOM

(Address of principal executive offices)

(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

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7 December 2015

To: Australian Securities Exchange cc: New York Stock Exchange
London 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 ABN 49 004 028 077	BHP Billiton Plc REG NO 3196209
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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, Listing Rules & 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.

Name of person discharging managerial responsibilities	Andrew Mackenzie
Date of last notice	28 August 2015
Date issuer informed of transaction	4 December 2015
Date and place of transaction	4 December 2015 (place of transaction not applicable)
Nature of transaction	Award of Performance Shares under the Long Term (LTIP) and of Deferred Shares under the Short Term Incentive Plan (STIP).

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

Nature of indirect interest (including registered holder)

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

Andrew Mackenzie has an indirect interest of 16,575 ordinary shares in BHP Billiton Limited and 266,246 ordinary shares in BHP Billiton Plc held by Pershing Nominees held jointly by Andrew Mackenzie and Elizabeth Mackenzie, of which Andrew Mackenzie is a beneficiary.

No change to these interests

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

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 contacts detailed above traded during a closed period where prior written consent was required?

No

If so, was prior written clearance provided to allow the trade to proceed during this period?

Under our Securities Dealing Policy a Person Discharging Managerial Responsibilities cannot deal in BHP Billiton Securities without prior written clearance. This requirement applies to all dealings, including those that occur outside of a Close 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

4 December 2015

Period during which or date on which exercisable

LTIP Performance Shares

August 2020

STIP Deferred Shares

August 2017

Total amount paid (if any) for the grant

Description of securities involved: class; number

339,753 Performance Shares (BHP Billiton Limited) under the LTIP

69,566 Deferred Shares (BHP Billiton Limited) under the STIP

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 Plc:

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309,899 maximum number of Performance Shares
(ordinary shares of BHP Billiton Plc) under the LTIP

30,389 vested GIS options (ordinary shares of BHP
Billiton Plc)

340,288 Total

BHP Billiton Limited:

778,313 maximum number of Performance Shares
(ordinary shares of BHP Billiton Limited) under the
LTIP

143,093 maximum number of Deferred Shares
(ordinary shares of BHP Billiton Limited) under the
STIP

921,406 Total

Any additional information

This notification is in respect of the award of
Performance Shares under the LTIP and Deferred Shares
under the STIP.

To ensure executives do not receive a larger number of
awards in light of the lower BHP Billiton share price
since the Samarco tailings dam tragedy in Brazil on 5
November 2015, the award sizes have been determined
by maintaining the share price and exchange rate of 5
November 2015 throughout the period from 6 November
2015 to the grant date. This results in a lower number of
awards being allocated than otherwise would have been
the case.

Part 5 Contact details

**Name of authorised officers responsible for making this
notification on behalf of the entities**

Rachel Agnew

Contact details

Rachel Agnew Tel: +61 3 9609 3730

Fax: +61 3 9611 1044

BHP Billiton Limited ABN 49 004 028 077
Registered in Australia

BHP Billiton Plc Registration number 3196209
Registered in England and Wales

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Registered Office: 171 Collins Street Melbourne Victoria
3000

Registered Office: Neathouse Place, London SW1V
1LH UK

Members of the BHP Billiton Group which 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 and BHP Billiton Plc

Date: December 7, 2015

By: /s/ Rachel Agnew
Name: Rachel Agnew
Title: Company Secretary