

BHP BILLITON LTD
Form 6-K
October 04, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER

Pursuant to Rule 13a-16 or 15d-16 of

the Securities Exchange Act of 1934

October 03, 2012

Commission File Number	Translation of registrant's name into English; Address of principal executive offices
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	BHP Billiton Limited (ABN 49 004 028 077) 180 LONSDALE STREET, MELBOURNE, VICTORIA 3000 AUSTRALIA
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-	BHP Billiton Plc (REG. NO. 3196209) NEATHOUSE PLACE, VICTORIA, LONDON, UNITED KINGDOM
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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

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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): 82-

Company Secretariat

3 October 2012

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
ABN 49 004 028 077

BHP Billiton Plc
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.

Name of person discharging managerial responsibilities:
Mr M J Kloppers

Date of last notice:
3 July 2012

Date issuer informed of transaction:

3 October 2012

Date and place of transaction:

3 October 2012 (Australian Securities Exchange)

Nature of transaction:

The acquisition of 245,000 ordinary shares in BHP Billiton Limited following the exercise of Performance Shares under the 2007 Long Term Incentive Plan, 54,831 ordinary shares in BHP Billiton Limited following the exercise of Deferred Shares under the 2010 Group Incentive Scheme and 36 ordinary fully paid shares of BHP Billiton Limited under Shareplus. In addition, an on-market sale of 98,000 ordinary shares on the Australian Securities Exchange, made in order to meet expected tax obligations.

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:

Direct

Nature of indirect interest

(including registered holder):

BHP Billiton Plc

Mr Kloppers has an indirect interest in 325,375* ordinary shares in BHP Billiton Plc, as follows:

- 80,000 ordinary shares in BHP Billiton Plc held by the Kloppers Family Superannuation Fund and registered in the name of Kloppers Family Fund Pty Ltd; and
- 245,375* ordinary shares in BHP Billiton Plc held by Maricar Pty Ltd as trustee for the Maricar Family Trust.

BHP Billiton Limited

Mr Kloppers also has an indirect interest in 373,535* ordinary shares in BHP Billiton Limited, as follows:

- 350,219 ordinary shares in BHP Billiton Limited held by Maricar Pty Ltd as trustee for the Maricar Family Trust;
- 23,000 ordinary shares in BHP Billiton Limited held by the Kloppers Family Superannuation Fund and registered in the name of Kloppers Family Fund Pty Ltd; and
- 316* 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.

Date of change 3 October 2012

No. of securities held prior to change:

325,375 (BHP Billiton Plc) – Indirect

363,520 (BHP Billiton Plc) – Direct

171,668 (BHP Billiton Limited) – Indirect

Class:

Ordinary Shares in BHP Billiton Plc

Ordinary Shares in BHP Billiton Limited

Number acquired:
299,831 (BHP Billiton Limited)

Number disposed:
98,000 (BHP Billiton Limited)

Value/Consideration:
Exercise of 299,831 at nil cost
Sale of 98,000 at \$33.52 per share
Purchase of 36 at \$33.00 per share (Shareplus)

No. of securities held after change:
325,375 (BHP Billiton Plc) – Indirect
363,520 (BHP Billiton Plc) – Direct
373,535 (BHP Billiton Limited) – Indirect

Nature of change (Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back):

The acquisition of 245,000 ordinary shares in BHP Billiton Limited following the exercise of Performance Shares under the 2007 Long Term Incentive Plan, 54,831 ordinary shares in BHP Billiton Limited following the exercise of Deferred Shares under the 2010 Group Incentive Scheme and 36 ordinary fully paid shares of BHP Billiton Limited under Shareplus. In addition, an on-market sale of 98,000 ordinary shares on the Australian Securities Exchange, made in order to meet expected tax obligations.

Shareplus is an all-employee share purchase plan. Under the plan, employees contribute monies to purchase shares (Acquired Shares), up to an annual contribution limit of US\$5,000 in any Plan year. Shares are purchased on a quarterly basis using the employees' contributions made each pay period over the preceding 3 months. Any Acquired Shares still held by employees at the end of a 3 year qualification period will be matched by the company on a 1:1 basis (see Part 4).

Any additional information:
In addition, Mr Kloppers has elected to cease contributions to Shareplus.

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?:

Under our Securities Dealing Policy a Person Discharging Managerial Responsibilities cannot deal in BHP Billiton Securities without prior 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:

—

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:

1,176,721

– maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the LTIP

88,327

– vested LTIP Performance Shares (ordinary shares of BHP Billiton Limited)

64,705

– maximum number of Deferred Shares (ordinary shares of BHP Billiton Limited) under the GIS

316

– maximum number of Matched Shares (ordinary shares of BHP Billiton Limited) under Shareplus

1,330,069

– Total

Any additional information:

This notification is in respect of an exercise of vested 2007 Performance Shares (245,000) under the BHP Billiton Limited Long Term Incentive Plan, the exercise of vested 2010 Deferred Shares (54,831) under the BHP Billiton Limited Group Incentive Scheme and in respect of the Acquired Shares under the Shareplus (share purchase) scheme (see Part 1).

Part 5 – Contact details

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

Nicola Evans – BHP Billiton Limited

Geof Stapledon – BHP Billiton Plc

Contact details:

Nicola Evans

Tel:+61 3 9609 4326

Fax:+61 3 9609 4372

Geof Stapledon

Tel:+44 20 7802 4176

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BHP Billiton Limited ABN 49 004 028 077

Registered in Australia

Registered Office: 180 Lonsdale Street

Melbourne Victoria 3000 Australia

Tel +61 1300 55 4757 Fax +61 3 9609 3015

BHP Billiton Plc Registration number 3196209

Registered in England and Wales

Registered Office: Neathouse Place

London SW1V 1BH United Kingdom

Tel +44 20 7802 4000 Fax +44 20 7802 4111

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.

Date : October 03, 2012

BHP Billiton Limited (ABN 49 004 028 077) BHP Billiton
Plc (REG. NO. 3196209)

By: /s/ Jane McAloon

Name: Jane McAloon

Title: Group Company Secretary