

BHP BILLITON LTD
Form 6-K
May 10, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

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

For the Date of

9 May 2005

BHP Billiton Limited

ABN 49 004 028 077

180 Lonsdale Street

Melbourne Victoria 3000

Australia

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 | <input checked="" type="checkbox"/> | | Form 40-F | <input type="checkbox"/> |
|-----------|-------------------------------------|--|-----------|--------------------------|

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 | <input type="checkbox"/> | | No | <input checked="" type="checkbox"/> |
|-----|--------------------------|--|----|-------------------------------------|

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

9 May 2005

To: Australian Stock Exchange
 cc: New York Stock Exchange
 Swiss Stock Exchange
 JSE Securities Exchange SA
 London Stock Exchange
 Deutsche Bank
 UBS Zurich

Notification of Change of Interests of Directors and Connected Persons

(Australian Stock Exchange Listing Rules Appendix 3Y)

| | | |
|------------------|----------------------|------------------|
| Name of entities | BHP Billiton Limited | BHP Billiton Plc |
| | ABN 49 004 028 077 | REG NO 3196029 |

As part of a dual listed company structure, the Group voluntarily notifies all stock exchanges on which either BHP Billiton Plc or BHP Billiton Limited have primary or secondary listings, all those interest of directors 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 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 and as agent for the director for the purposes of section 205G of the Australian Corporations Act and otherwise in accordance with the foregoing policy.

| | |
|---------------------|-----------------|
| Name of director | Mr C W Goodyear |
| Date of last notice | 7 December 2004 |

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.

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| | |
|--|---|
| Direct or indirect interest | Direct |
| Nature of indirect interest (including registered holder) | - |
| Date of change | 4 May and 5 May 2005 |
| No. of securities held prior to change | 556 203 ordinary fully paid shares |
| Class | Ordinary fully paid shares in BHP Billiton Limited |
| Number acquired | 107 200 after exercising 100 000 vested performance rights |
| Number disposed | - |
| Value/Consideration | - |
| No. of securities held after change | 663 403 ordinary fully paid shares |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Exercise of performance rights |
| Any additional information | <p>Mr Goodyear also has an indirect interest in shares of 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 also has an indirect interest in shares of BHP Billiton Plc held in the form of 1000 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>Mr Goodyear as an Executive Director also has a notifiable interest under United Kingdom legislation in 1 285 604 shares of BHP Billiton Plc, being the balance of shares held by Billiton ESOP Trustee Limited as trustee of the Billiton Employee Share Ownership Trust.</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 | - |

Part 3 - Change

of director's interests in options or other rights granted by the entities (cont'd)

| | |
|--|--|
| <p>Total number of securities over which options or other rights held at the date of this notice</p> | <p>1 575 188 - 1 021 338 maximum number of options under the GIS and amended GIS over 1 575 188 ordinary shares of BHP Billiton Limited</p> <p>15 716 - 14 660 Vested Performance Rights under the GIS to 15 716 ordinary shares of BHP Billiton Limited</p> <p>292 529 - maximum number of GIS Performance Shares (ordinary shares of BHP Billiton Limited)</p> <p>72 694 - GIS and amended GIS Deferred Shares (ordinary shares of BHP Billiton Limited)</p> <p>500 000 - maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the LTIP</p> <hr/> <p>2 456 127 Total</p> |
| <p>Any additional information</p> | <p>This change represents the exercise of 100,000 vested performance rights</p> |

Part 4 - Contact details

| | |
|---|---|
| <p>Name of authorised officers responsible for making this notification on behalf of the entities</p> | <p>Mr S A Butcher - BHP Billiton Limited</p> <p>Ms E A Hobley - BHP Billiton Plc - BHP Billiton Plc</p> |
| <p>Contact details</p> | <p>Mr S A Butcher Tel: +61 3 9609 3323</p> <p>Fax: +61 3 9609 4372</p> <p>Ms E A Hobley Tel: +44 20 7802 4054</p> |

Fax: +44 20 7802 3054

BHP Billiton Limited ABN 49 004 028 077

BHP Billiton Plc Registration number 3196209

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

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
/s/ KAREN WOOD

Karen Wood
Title: Company Secretary
Date:

9 May 2005