



Company Secretariat

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7 December 2015

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	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 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	<u>BHP Billiton Plc:</u> 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

	<p><u>BHP Billiton Limited:</u></p> <p>778,313 – maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the LTIP</p> <p>143,093 – maximum number of Deferred Shares (ordinary shares of BHP Billiton Limited) under the STIP</p> <p>_____</p> <p>921,406 – Total</p>
Any additional information	<p>This notification is in respect of the award of Performance Shares under the LTIP and Deferred Shares under the STIP.</p> <p>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.</p>

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

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Registered in Australia
Registered Office: 171 Collins Street Melbourne Victoria 3000

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Registered in England and Wales
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Members of the BHP Billiton Group which is headquartered in Australia