

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
Persons Discharging Managerial Responsibility
(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 Listing Rules and Disclosure and Transparency Rules of the United Kingdom Listing Authority and the Group's Securities Dealing document.

We (the entities) advise the following information under the UK Listing Authority Disclosure and Transparency Rule 3.1.4 and as agent for the person discharging managerial responsibilities in accordance with the Group's Securities Dealing document.

This notification is in respect of:

- Peter Beaven;
- Tony Cudmore;
- Tim Cutt;
- Dean Dalla Valle;
- Geoff Healy;
- Mike Henry;
- Danny Malchuk;
- Athalie Williams; and
- Jimmy Wilson.

Name of person discharging managerial responsibilities	Peter Beaven
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	<p>Peter Beaven has a direct interest of 236,639 ordinary shares in BHP Billiton Limited.</p> <p>Peter Beaven's spouse also holds 1,446 ordinary shares in BHP Billiton Limited.</p> <p>No change in beneficial interests</p>

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 – 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	174,873 Performance Shares (BHP Billiton Limited) under the LTIP 40,921 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 Limited:</u> 400,602 – maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the LTIP 80,758 – maximum number of Deferred Shares (ordinary shares of BHP Billiton Limited) under the STIP 39,282 – maximum number of Transitional GMC Awards (ordinary shares of BHP Billiton Limited)

	<p>_____</p> <p>520,642 – 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 4 - Contact details

Name of authorised officers responsible for making this notification on behalf of the entities	Rachel Agnew
Contact details	<p>Rachel Agnew Tel: +61 3 9609 3730</p> <p>Fax: +61 3 9611 1044</p>

Name of person discharging managerial responsibilities	Tony Cudmore
Date of last notice	26 May 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	-

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 – 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	112,418 Performance Shares (BHP Billiton Limited) under the LTIP 33,218 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 Limited:</u> 210,797 – maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the LTIP 43,697 – maximum number of Deferred Shares

	(ordinary shares of BHP Billiton Limited) under the STIP _____
	254,494 – Total
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 4 - 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

Name of person discharging managerial responsibilities	Tim Cutt
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	Tim Cutt has an indirect interest of 78,567 ordinary shares in BHP Billiton Limited and an indirect interest in 940 ordinary shares in BHP Billiton Limited (held as 470 ADRs) held on behalf of Tim Cutt as beneficial owner. No change in beneficial 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 – 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	174,873 Performance Shares (BHP Billiton Limited) under the LTIP 49,105 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 Limited:</u> 400,602 – maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the LTIP 89,767 – maximum number of Deferred Shares (ordinary shares of BHP Billiton Limited) under the STIP

Name of person discharging managerial responsibilities	Dean Dalla Valle
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	<p>Dean Dalla Valle has a direct interest in 83,438 ordinary shares in BHP Billiton Limited.</p> <p>Dean Dalla Valle also holds an indirect interest in 21,144 ordinary shares in BHP Billiton Limited.</p> <p>Dean Dalla Valle's spouse also holds 43,582</p>

	ordinary shares in BHP Billiton Limited. No change in beneficial interests
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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 – 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	174,873 Performance Shares (BHP Billiton Limited) under the LTIP 40,921 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 Limited:</u> 400,602 – maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the LTIP 84,809 – maximum number of Deferred Shares (ordinary shares of BHP Billiton Limited) under the STIP

Name of person discharging managerial responsibilities	Geoff Healy
Date of last notice	26 May 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	Geoff Healy's spouse holds 3,000 ordinary shares in BHP Billiton Limited. 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 – 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	174,873 Performance Shares (BHP Billiton Limited) under the LTIP 49,105 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	Nil
Total number of securities over which options or other rights held at the date of this notice	<u>BHP Billiton Limited:</u> 400,602 – maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the LTIP 91,980 – maximum number of Deferred Shares (ordinary shares of BHP Billiton Limited) under the STIP _____ 492,582 – Total

Name of person discharging managerial responsibilities	Mike Henry
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	<p>Mike Henry has a direct interest in 18,875 ordinary shares in BHP Billiton Limited and 111,591 ordinary shares in BHP Billiton Plc.</p> <p>Mike Henry also has an indirect interest in 19,164 ordinary shares in BHP Billiton Limited and 68,952 ordinary shares in BHP Billiton Plc.</p>

	No change in beneficial interests
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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 – 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	192,360 Performance Shares (BHP Billiton Limited) under the LTIP 45,542 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> 130,922 – maximum number of Performance Shares (ordinary shares of BHP Billiton Plc) under the LTIP 21,533 – maximum number of Transitional GMC

Name of person discharging managerial responsibilities	Danny Malchuk
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	<p>Danny Malchuk has a direct interest of 52,687 ordinary shares in BHP Billiton Limited.</p> <p>Danny Malchuk also has an indirect interest in 34,240 ordinary shares in BHP Billiton Limited.</p> <p>No change in beneficial interests</p>

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 – 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	174,873 Performance Shares (BHP Billiton Limited) under the LTIP 40,921 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 Limited:</u> 384,104 – maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the LTIP 78,314 – maximum number of Deferred Shares (ordinary shares of BHP Billiton Limited) under the STIP 33,390 – maximum number of Transitional GMC Awards (ordinary shares of BHP Billiton Limited) _____ 495,808 – Total

Name of person discharging managerial responsibilities	Athalie Williams
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"), of Deferred Shares under the Short Term Incentive Plan ("STIP"), of Deferred Shares under the Group Short Term Incentive Plan ("GSTIP") and of GMC Transitional Awards.

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	Athalie Williams has a direct interest of 1,058 ordinary shares in BHP Billiton Limited. Athalie Williams also holds an indirect interest in

	20,399 ordinary shares in BHP Billiton Limited. No change in beneficial interests
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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 – 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 GSTIP Deferred Shares - August 2017 Transitional GMC Awards - August 2018 (tranche one) - August 2019 (tranche two)
Total amount paid (if any) for the grant	-
Description of securities involved: class; number	112,418 Performance Shares (BHP Billiton Limited) under the LTIP 17,692 Deferred Shares (BHP Billiton Limited) under the STIP 4,689 Deferred Shares (BHP Billiton Limited) under the GSTIP 23,420 Transitional GMC Awards (tranche one) (BHP Billiton Limited) 23,420 Transitional GMC Awards (tranche two)

Name of person discharging managerial responsibilities	Jimmy Wilson
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	Jimmy Wilson has a direct interest in 142,763 ordinary shares in BHP Billiton Limited and 59,301 ordinary shares in BHP Billiton Plc. No change in beneficial 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 – 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	174,873 Performance Shares (BHP Billiton Limited) under the LTIP 49,105 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 Limited:</u> 400,602 – maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the LTIP 93,706 – maximum number of Deferred Shares (ordinary shares of BHP Billiton Limited) under the STIP 39,282 – maximum number of Transitional GMC

	Awards (ordinary shares of BHP Billiton Limited) _____ 533,590 – Total
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 4 - 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
Registered Office: 171 Collins Street Melbourne Victoria 3000

BHP Billiton Plc Registration number 3196209
Registered in England and Wales
Registered Office: Neathouse Place, London SW1V 1LH UK

Members of the BHP Billiton Group which is headquartered in Australia