

BHP BILLITON LTD  
Form FWP  
November 17, 2011

Filed pursuant to Rule 433

Registration No. 333 162380

November 16, 2011

**Pricing Details on BHP Billiton Senior 1.125% Fixed Rate Notes due 2014**

**Issuer:** BHP Billiton Finance (USA) Limited

**Guarantors:** BHP Billiton Plc and BHP Billiton Limited

**Security:** 1.125% Guaranteed Senior Notes due 2014 (the 2014 Notes )

**Format:** SEC Registered

**Principal Amount:** US\$1,000,000,000

**Denomination:** The 2014 Notes will be issued in denominations of US\$2,000 and integral multiples of US\$1,000

**Pricing Date:** November 16, 2011

**Settlement Date:** November 21, 2011

**Maturity Date:** November 21, 2014

**Interest Payment Dates:** May 21 and November 21 of each year, commencing on May 21, 2012

**Public Offering Price:** Per Note: 99.645%. Total: US\$996,450,000

**All-in Proceeds to Issuer:** US\$993,950,000

**Treasury Benchmark:** 0.375% due November 15, 2014

**Treasury Yield:** 0.396%

**Spread to Benchmark Treasury:** 85 bps

**Re-offer Yield:** 1.246%

**Coupon:** 1.125%

**Ranking:** The 2014 Notes are unsecured and will rank equally with all of the Issuer's other unsecured and unsubordinated indebtedness

**Use of Proceeds:** General corporate purposes, including repayment of commercial paper

**Joint Book-Running Managers:** Barclays Capital Inc.  
J.P. Morgan Securities LLC

**CUSIP:** 055451 AJ7

**ISIN:** US055451AJ72

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Barclays Capital Inc. toll free at 1-888-603-5847 or emailing [barclaysprospectus@broadridge.com](mailto:barclaysprospectus@broadridge.com) or by calling J.P. Morgan Securities LLC collect at 1-212-834-4533.

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November 16, 2011

**Pricing Details on BHP Billiton Senior 1.875% Fixed Rate Notes due 2016**

<b>Issuer:</b>	BHP Billiton Finance (USA) Limited
<b>Guarantors:</b>	BHP Billiton Plc and BHP Billiton Limited
<b>Security:</b>	1.875% Guaranteed Senior Notes due 2016 (the 2016 Notes )
<b>Format:</b>	SEC Registered
<b>Principal Amount:</b>	US\$750,000,000
<b>Denomination:</b>	The 2016 Notes will be issued in denominations of US\$2,000 and integral multiples of US\$1,000
<b>Pricing Date:</b>	November 16, 2011
<b>Settlement Date:</b>	November 21, 2011
<b>Maturity Date:</b>	November 21, 2016
<b>Interest Payment Dates:</b>	May 21 and November 21 of each year, commencing on May 21, 2012
<b>Public Offering Price:</b>	Per Note: 99.469%. Total: US\$746,017,500
<b>All-in Proceeds to Issuer:</b>	US\$743,392,500
<b>Treasury Benchmark:</b>	1.000% due October 31, 2016
<b>Treasury Yield:</b>	0.887%
<b>Spread to Benchmark Treasury:</b>	110 bps
<b>Re-offer Yield:</b>	1.987%
<b>Coupon:</b>	1.875%
<b>Ranking:</b>	The 2016 Notes are unsecured and will rank equally with all of the Issuer's other unsecured and unsubordinated indebtedness
<b>Use of Proceeds:</b>	General corporate purposes, including repayment of commercial paper
<b>Joint Book-Running Managers:</b>	Barclays Capital Inc.  J.P. Morgan Securities LLC
<b>CUSIP:</b>	055451 AK4
<b>ISIN:</b>	US055451AK46

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**Pricing Details on BHP Billiton Senior 3.250% Fixed Rate Notes due 2021**

<b>Issuer:</b>	BHP Billiton Finance (USA) Limited
<b>Guarantors:</b>	BHP Billiton Plc and BHP Billiton Limited
<b>Security:</b>	3.250% Guaranteed Senior Notes due 2021 (the 2021 Notes )
<b>Format:</b>	SEC Registered
<b>Principal Amount:</b>	US\$1,250,000,000
<b>Denomination:</b>	The 2021 Notes will be issued in denominations of US\$2,000 and integral multiples of US\$1,000
<b>Pricing Date:</b>	November 16, 2011
<b>Settlement Date:</b>	November 21, 2011
<b>Maturity Date:</b>	November 21, 2021
<b>Interest Payment Dates:</b>	May 21 and November 21 of each year, commencing on May 21, 2012
<b>Public Offering Price:</b>	Per Note: 99.097%. Total: US\$1,238,712,500
<b>All-in Proceeds to Issuer:</b>	US\$1,233,087,500
<b>Treasury Benchmark:</b>	2.000% due November 15, 2021
<b>Treasury Yield:</b>	2.007%
<b>Spread to Benchmark Treasury:</b>	135 bps
<b>Re-offer Yield:</b>	3.357%
<b>Coupon:</b>	3.250%
<b>Ranking:</b>	The 2021 Notes are unsecured and will rank equally with all of the Issuer's other unsecured and unsubordinated indebtedness
<b>Use of Proceeds:</b>	General corporate purposes, including repayment of commercial paper
<b>Joint Book-Running Managers:</b>	Barclays Capital Inc.  J.P. Morgan Securities LLC
<b>CUSIP:</b>	055451 AL2
<b>ISIN:</b>	US055451AL29

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Barclays Capital Inc. toll free at 1-888-603-5847 or emailing [barclaysprospectus@broadridge.com](mailto:barclaysprospectus@broadridge.com) or by calling J.P. Morgan Securities LLC collect at 1-212-834-4533