

BHP BILLITON LTD  
Form 6-K  
December 07, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**Form 6-K**

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

**December 7, 2015**

**BHP BILLITON LIMITED**  
**(ABN 49 004 028 077)**

**(Exact name of Registrant as specified in its charter)**

**VICTORIA, AUSTRALIA**

**(Jurisdiction of incorporation or organisation)**

**171 COLLINS STREET, MELBOURNE,**

**BHP BILLITON PLC**  
**(REG. NO. 3196209)**

**(Exact name of Registrant as specified in its  
charter)**

**ENGLAND AND WALES**

**(Jurisdiction of incorporation or organisation)**

**NEATHOUSE PLACE, VICTORIA, LONDON,**

**VICTORIA 3000 AUSTRALIA**

**UNITED KINGDOM**

**(Address of principal executive offices)**

**(Address of principal executive offices)**

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 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): n/a

**Company Secretariat**

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Melbourne Victoria 3001 Australia  
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Tel +44 20 7802 4000  
Fax + 44 20 7802 4111  
bhpbilliton.com

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  
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, 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**

BHP Billiton Plc:

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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

BHP Billiton Limited:

778,313 maximum number of Performance Shares  
(ordinary shares of BHP Billiton Limited) under the  
LTIP

143,093 maximum number of Deferred Shares  
(ordinary shares of BHP Billiton Limited) under the  
STIP

921,406 Total

**Any additional information**

This notification is in respect of the award of  
Performance Shares under the LTIP and Deferred Shares  
under the STIP.

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.

**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

BHP Billiton Limited ABN 49 004 028 077  
Registered in Australia

BHP Billiton Plc Registration number 3196209  
Registered in England and Wales



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Registered Office: 171 Collins Street Melbourne Victoria  
3000

Registered Office: Neathouse Place, London SW1V  
1LH UK

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.

BHP Billiton Limited and BHP Billiton Plc

Date: December 7, 2015

By: /s/ Rachel Agnew

Name: Rachel Agnew

Title: Company Secretary