

AUSTRALIA & NEW ZEALAND BANKING GROUP LTD
Form 6-K
May 04, 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 Month of April 2005

Australia and New Zealand Banking Group Limited

ACN 005 357 522

(Translation of registrant's name into English)

Level 6, 100 Queen Street Melbourne Victoria 3000 Australia

(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 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.

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Yes

No

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

This Report on Form 6-K shall be deemed to be incorporated by reference in the prospectus included in the Registration Statement on Form F-3 (No. 333 - 113524) of Australia and New Zealand Banking Group Limited and to be part thereof from the date on which this Report is filed, to the extent not superseded by documents or reports subsequently filed or furnished.

This Form 6-K may contain certain forward- looking statements, including statements regarding (i) economic and financial forecasts, (ii) anticipated implementation of certain control systems and programs, (iii) the expected outcomes of legal proceedings and (iv) strategic priorities. Such forward- looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors, many of which are beyond our control and which may cause actual results to differ materially from those expressed in the forward-looking statement contained in these forward- looking statements. For example, these forward-looking statements may be affected by movements in exchange rates and interest rates, general economic conditions, our ability to acquire or develop necessary technology, our ability to attract and retain qualified personnel, government regulation, the competitive environment and political and regulatory policies. There can be no assurance that actual outcomes will not differ materially from the forward-looking statements contained in the Form 6-K.

Corporate Affairs

100 Queen Street

Melbourne Vic 3000

www.anz.com

For Release: 29 April 2005

Noga legal claim settled

ANZ today announced it had settled claims by Compagnie Noga d'Importation et d'Exportation SA (Noga) and a Swiss resident, Mr Nessim Gaon against ANZ over its role in 1996 as an arranger of an emerging market debt buyback.

ANZ decided to take the opportunity to settle the proceedings at an early stage at a level which is not material to the bank, reflecting ANZ's previously stated view that the chances of the claims being successful were remote.

For media enquiries contact:

Paul Edwards

Head of Group Media Relations

Tel: 03-9273 6955 or 0409-655 550

email: paul.edwards@anz.com

Appendix 3B

New issue announcement

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

**New issue announcement,
application for quotation of additional securities
and agreement**

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

Australia and New Zealand Banking Group Limited

ABN

11 005 357 522

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

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- | | | |
|---|--|---|
| 1 | +Class of +securities issued or to be issued | Up to an unlimited amount of Medium Term Notes and Transferable Certificates of Deposit |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | Fixed Rate A\$150,000,000 |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | See Information Memorandum |

+ See chapter 19 for defined terms.

4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

The notes will be fungible with existing ANZ Mar-2010 series; details of the existing series:

A\$500,000,000

Coupon: 6.00%pa

Issue Date: 1/3/2005

Maturity Date: 1/3/2010

ASX Code: ANZHJ

If the additional securities do not rank equally, please state:

the date from which they do

the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment

the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

5 Issue price or consideration

Fixed Rate 100.327

6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)

General corporate purposes

7 Dates of entering +securities into uncertificated holdings or despatch of certificates

11 April 2005

8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)

Number
Available on request

+Class

+ See chapter 19 for defined terms.

| | Number | +Class |
|---|----------------------|--------|
| 9 Number and +class of all +securities not quoted on ASX (<i>including</i> the securities in clause 2 if applicable) | Available on request | |
| 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | N/a | |

Part 2 - Bonus issue or pro rata issue

- 11 Is security holder approval required?
- 12 Is the issue renounceable or non-renounceable?
- 13 Ratio in which the +securities will be offered
- 14 +Class of +securities to which the offer relates
- 15 +Record date to determine entitlements
- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?
- 17 Policy for deciding entitlements in relation to fractions
- 18 Names of countries in which the entity has +security holders who will not be sent new issue documents

Note: Security holders must be told how their entitlements are to be dealt with.

Cross reference: rule 7.7.

- 19 Closing date for receipt of acceptances or renunciations

+ See chapter 19 for defined terms.

- 20 Names of any underwriters
- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue
- 23 Fee or commission payable to the broker to the issue
- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders
- 25 If the issue is contingent on +security holders approval, the date of the meeting
- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do +security holders sell their entitlements *in full* through a broker?
- 31 How do +security holders sell *part* of their entitlements through a broker and accept for the balance?

+ See chapter 19 for defined terms.

32 How do +security holders dispose of their entitlements (except by sale through a broker)?

33 +Despatch date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:
the date from which they do
the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

| | Number | +Class |
|---|--------|--------|
| 42 Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38) | | |

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX s absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.

There is no reason why those +securities should not be granted +quotation.

An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.

If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

+ See chapter 19 for defined terms.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

Company secretary

Date: 11 April 2005

Print name:

John Priestley

=====

+ See chapter 19 for defined terms.

PRICING SUPPLEMENT

AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED

(Australian Business Number 11 005 357 522)

Australian Dollar

Debt Issuance Programme

Series No: 29

Tranche No: 2

AUD 150,000,000 6.00% Fixed Rate Transferable Certificates of Deposit to be consolidated and form a single series with existing A\$500,000,000 Fixed Rate Transferable Certificates of Deposit due 2010 (Series 29, Tranche 1)
Issue Price: 100.327 per cent.

CITIGROUP GLOBAL MARKETS AUSTRALIA PTY LIMITED

(Australian Business Number 64 003 114 832)

UBS AG, AUSTRALIA BRANCH

(Australian Business Number 47 088 129 813)

Dealers

The date of this Pricing Supplement is 8 April 2006

1

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This document constitutes the Pricing Supplement relating to the issue of Securities described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Information Memorandum dated 23 April 2004. This Pricing Supplement must be read in conjunction with the Information Memorandum.

| | | |
|--|---|--|
| 1 | Issuer: | Australia and New Zealand Banking Group Limited |
| 2 | (i) Series Number: | 29 |
| | (ii) Tranche Number: | 2 |
| | | Fungible with Series No: 29, Tranche No: 1. issued on 1 March 2005 in an Aggregate Nominal Amount of A\$500,000,000 and maturing on the 1 March 2010. Tranche No: 2 will become fungible on 11 April 2005. |
| 3 | Specified Currency: | Australian Dollars |
| 4 | Aggregate Nominal Amount: | A\$150,000,000 |
| 5 | (i) Issue Price: | 100.327 per cent of the Aggregate Nominal Amount (representing capital price 99.659 per cent plus accrued interest equal to 0.688 per cent of the Aggregate Nominal Amount) |
| | (ii) Net Proceeds: | A\$150,490,500.00 |
| 6 | Specified Denomination(s): | \$1,000 (minimum parcel for Australian investors A\$500,000). |
| 7 | (i) Issue Date: | 11 April 2005 |
| | (ii) Interest Commencement Date: | 1 March 2005 |
| | | (Further particulars specified below) |
| 8 | Maturity Date: | 1 March 2010 |
| 9 | Interest Basis: | 6.00 per cent per annum Fixed Rate (Further particulars specified below) |
| 10 | Redemption/Payment Basis: | Redemption at Par |
| 11 | Change of interest or Redemption/Payment Basis: | Not Applicable |
| 12 | Put/Call Options: | Not applicable |
| 13 | Status of the Securities: | Transferable Certificates of Deposit |
| 14 | Listing: | Australian Stock Exchange |
| 15 | Method of distribution: | Syndicated |
| PROVISIONS RELATING TO INTEREST [IF ANY] PAYABLE | | |
| 16 | Fixed Rate Security Provisions: | Applicable |

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| | | |
|-------|---------------------------|--|
| (i) | Rate of interest: | 6.00 per cent per annum payable semi-annually in arrears |
| (ii) | Interest Payment Date(s): | 1 September and 1 March in each year commencing 1 September 2005 |
| (iii) | Fixed Coupon Amount | \$30 per \$1,000 on each interest Payment Date |
| (iv) | Broken Amount(s): | Not applicable |

| | | | |
|--|--------|---|--|
| | (v) | Business day Convention: | Following Business Day Convention |
| | (vi) | Day Count Fraction: | RBA Bond Basis |
| | (vii) | Other terms relating to the method of calculating interest for Fixed Rate Securities: | Not Applicable |
| | (viii) | Interest Determination Date | Not Applicable |
| 17 | | Floating Rate Security Provisions | Not Applicable |
| 18 | | Zero Coupon Security Provisions | Not Applicable |
| 19 | | Index-Linked Interest Security Provisions | Not Applicable |
| PROVISIONS RELATING TO REDEMPTION | | | |
| 21 | | Call Option | Not Applicable |
| 22 | | Put Option | Not Applicable |
| 23 | | Final Redemption Amount: | Outstanding Nominal Amount |
| 24 | | Early Redemption Amount: | Not Applicable |
| | | Early Redemption Amount(s) payable on redemption for taxation reasons or on Event of Default and/or the method of calculating the same (If required or if different from first set out in the Conditions) | |
| GENERAL PROVISIONS APPLICABLE TO THE SECURITIES | | | |
| 25 | | Form of Securities: | Registered |
| 26 | | Additional Financial Centre(s) or other special provisions relating to Interest Payment Dates: | Not Applicable |
| 27 | | Public Offer Test compliant | Yes |
| 28 | | Details relating to Instalment Notes, including Instalment Amount(s) and Instalment Date(s): | Not Applicable |
| 29 | | Consolidation provisions: | Not Applicable |
| 30 | | Governing law: | State of Victoria |
| 31 | | Other terms or special conditions: | Not Applicable |
| DISTRIBUTION | | | |
| 32 | | If syndicated, names of Lead Managers and the Dealers: | Citigroup Global Markets Australia Pty Ltd (Lead Manager) UBS AG, Australia Branch (Co Manager) |
| 33 | | If non-syndicated, name of Dealer: | Not Applicable |
| 34 | | Additional selling restrictions: | Not Applicable |

OPERATIONAL INFORMATION

| | | |
|----|--|---|
| 35 | ISIN: | AU0000ANZHJ7 |
| 36 | ASX Code | ANZHJ |
| 37 | Any clearing system(s) other than Austraclear and the relevant identification number(s): | Securities will be lodged in the Austraclear system. Securities may also be held and transacted in the Euroclear and Clearstream systems |

LISTING APPLICATION

This Pricing Supplement comprises the details required to list the Securities described herein pursuant to the Australian Dollar Debt issuance programme as from 11 April 2005.

RESPONSIBILITY

The issuer accepts responsibility for the information contained in the Pricing Supplement.

Signed on behalf of the issuer:

By /s/ Michael Dontschuk
Duly Authorised Signatory

MICHAEL DONTSCHUK

By: /s/ Luke Davidson
Duly Authorised Signatory

LUKE DAVIDSON

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.

Australia and New Zealand
Banking Group Limited

By: /s/ John Priestley
 John Priestley
 Company Secretary

Date 02 May 2005