

BHP BILLITON LTD
Form 6-K
April 05, 2011

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER

Pursuant to Rule 13a-16 or 15d-16 of

the Securities Exchange Act of 1934

April 01, 2011

| <u>Commission File Number</u> | <u>Translation of registrant's name into English; Address of principal executive offices</u> |
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| | BHP Billiton Limited (ABN 49 004 028 077) 180 LONSDALE STREET, MELBOURNE, VICTORIA 3000 AUSTRALIA |
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| - | BHP Billiton Plc (REG. NO. 3196209) NEATHOUSE PLACE, VICTORIA, LONDON, UNITED KINGDOM |
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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

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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): 82-

Company Secretariat

1 April 2011

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
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, the Listing Rules and 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 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.

Name of person discharging managerial responsibilities:
Mr M P Randolph

Date of last notice:
28 February 2011

Date issuer informed of transaction:
1 April 2011

Date and place of transaction:
Shareplus employee share plan trust purchased the shares on the Australian Securities Exchange on 11 March 2011. The shares were allocated and the issuer informed on 1 April 2011.

Nature of transaction:
Due to the expiry of the Qualification Period and satisfaction of other conditions under the terms of the all employee share plan Shareplus (2008) the:

- acquisition of 172 Matched Shares (ordinary fully paid shares of BHP Billiton Limited) (see Part 3), and
- transfer of 172 Acquired Shares (ordinary fully paid shares of BHP Billiton Limited).

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
Indirect/Direct

Nature of indirect interest (including registered holder)
Mr Randolph has an indirect interest in 286* ordinary shares in BHP Billiton Limited held by Computershare Nominees on behalf of Shareplus participants as Acquired Shares under the scheme. Shareplus is an all employee share purchase plan of the BHP Billiton Group.
* Note – total above reflects shares transferred in this transaction (Acquired Shares) previously held by the Shareplus Nominee Computershare.

Date of change
1 April 2011

No. of securities held prior to change
191,080 (Direct)
458 (Indirect)

Class
Ordinary Shares in BHP Billiton Limited

Number acquired
172 (Matched Shares)

Number disposed
nil

Value/Consideration

Nil priced Matched Shares (BHP Billiton Limited)

No. of securities held after change

191,424 (Direct)

286 (Indirect)

Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back

Allocation and transfer of Matching Shares and transfer of Acquired Shares from Computershare Nominees

Any additional information

Shareplus is an all-employee share purchase plan. Under the plan, employees contribute monies to purchase shares (Acquired Shares), up to an annual contribution limit of US\$5,000 in any Plan year. Shares are purchased on a quarterly basis using the employees' contributions made each pay period over the preceding 3 months. Any Acquired Shares still held by employees at the end of a 3 year qualification period will be matched by the company on a 1:1 basis.

Part 2 – Change of interests in contracts other than as described in Part 3

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

N/A

Nature of interest

N/A

Name of registered holder (if issued securities)

N/A

No. and class of securities to which interest related prior to change

N/A

Interest acquired

N/A

Interest disposed

N/A

Value/Consideration

N/A

Interest after change

N/A

Part 3 – Change of interests in options or other rights granted by the entities

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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

N/A

Period during which or date on which exercisable

N/A

Total amount paid (if any) for the grant

N/A

Description of securities involved:

class; number

N/A

Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise

N/A

Total number of securities over which options or other rights held at the date of this notice

822,676 – maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the LTIP

55,945 – maximum number of Deferred Shares (ordinary shares of BHP Billiton Limited) under the GIS

286 – maximum number of Matched Shares (ordinary shares of BHP Billiton Limited) under Shareplus

878,907 – Total

Any additional information

This notification is in respect of the vested Matched Shares under Shareplus where 172 Matched Shares under the 2008 scheme were purchased and transferred (see Part 1).

Part 4 – Contact details

Name of authorised officers responsible for making this notification on behalf of the entities

Libby Joyner – BHP Billiton Limited

Geof Stapledon – BHP Billiton Plc

Contact details

Libby Joyner

Tel: +61 3 9609 2339

Fax: +61 3 9609 4372

Geof Stapledon

Tel: +44 20 7802 4176

Fax: +44 20 7802 3054

SIGNATURES

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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.

Date : April 01, 2011

BHP Billiton Limited (ABN 49 004 028 077)

By: /s/ Jane McAloon

Name: Jane McAloon

Title: Group Company Secretary