

BHP BILLITON LTD  
Form 6-K  
December 10, 2010

**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 10, 2010

**BHP BILLITON LIMITED**

(ABN 49 004 028 077)

(Exact name of Registrant as specified in its charter)

**BHP BILLITON PLC**

(REG. NO. 3196209)

(Exact name of Registrant as specified in its charter)

**VICTORIA, AUSTRALIA**  
(Jurisdiction of incorporation or organisation)

**ENGLAND AND WALES**  
(Jurisdiction of incorporation or organisation)

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180 LONSDALE STREET, MELBOURNE,  
VICTORIA

NEATHOUSE PLACE, VICTORIA, LONDON,  
UNITED KINGDOM

3000 AUSTRALIA  
(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	Tel +44 20 7802 4000
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bhpbilliton.com	bhpbilliton.com

8 December 2010

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)**

<b>Name of entities</b>	BHP Billiton Limited ABN 49 004 028 077	BHP Billiton Plc REG NO 3196209
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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 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.

<b>Name of person discharging managerial responsibilities</b>	Mr M J Kloppers
<b>Date of last notice</b>	1 October 2010
<b>Date issuer informed of transaction</b>	8 December 2010
<b>Date and place of transaction</b>	6 December 2010 (place of transaction not applicable)
<b>Nature of transaction</b>	Award of Performance Shares under the Long Term Incentive Plan ( LTIP ) and of Deferred Shares under the Group Incentive Scheme ( GIS ).

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BHP Billiton Limited ABN 49 004 028 077

Registered in Australia

Registered Office: 180 Lonsdale Street, Melbourne Victoria 3000  
Australia

BHP Billiton Plc Registration number 3196209

Registered in England and Wales

Registered Office: Neathouse Place, London SW1V 1BH UK

Members of the BHP Billiton Group which is headquartered in Australia

**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**

Mr Kloppers has an indirect interest in 608,591 ordinary shares in BHP Billiton Plc, as follows:

i) 363,520 ordinary shares in BHP Billiton Plc registered in the name of Lynchwood Nominees Limited of which Mr Kloppers is the beneficial holder;

ii) 80,000 ordinary shares in BHP Billiton Plc held by the Kloppers Family Superannuation Fund and registered in the name of Lynchwood Nominees Limited; and

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iii) 165,071 ordinary shares in BHP Billiton Plc held by Maricar Pty Ltd as trustee for the Maricar Family Trust and registered in the name of Lynchwood Nominees Limited.

Mr Kloppers also has an indirect interest in 123,826 ordinary shares in BHP Billiton Limited, as follows:

iv) 123,429 ordinary shares in BHP Billiton Limited held by Maricar Pty Ltd as trustee for the Maricar Family Trust and registered in the name of UBS Wealth Management Australia Nominees Pty Ltd; and

v) 397 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.

Mr Kloppers also holds 320 BHP Billiton Limited shares directly.

**There is no change to the above holdings.**

**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**

**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.

<b>Date of grant</b>	6 December 2010
<b>Period during which or date on which exercisable</b>	Performance Shares August 2015 to August 2020
	Deferred Shares August 2012 to August 2015
<b>Total amount paid (if any) for the grant</b>	
<b>Description of securities involved:</b>	200,000 Performance Shares under the LTIP
<b>class; number</b>	54,831 Deferred Shares under the GIS
<b>Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise</b>	Nil

**Part 3 Change of interests in options or other rights granted by the entities (cont d)**

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

BHP Billiton Plc interests:

225,000 maximum number of Performance Shares (ordinary shares of BHP Billiton Plc) under the LTIP

225,000 Total

BHP Billiton Limited interests:

1,283,327 maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the LTIP

101,782 maximum number of Deferred Shares (ordinary shares of BHP Billiton Limited) under the GIS

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

1,385,506 Total

**Any additional information**

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

**Part 4 Contact details**

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

Fiona Smith BHP Billiton Limited

Geof Stapledon BHP Billiton Plc

**Contact details**

Fiona Smith Tel: +61 3 9609 3179

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Geof Stapledon Tel: +44 20 7802 4176

Fax: +44 20 7802 3054



**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 10, 2010

By: /s/ JANE McALOON  
Name: **Jane McAloon**  
Title: **Group Company Secretary**