

BHP BILLITON LTD
Form 6-K
December 23, 2014

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 23, 2014

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,

VICTORIA 3000 AUSTRALIA
(Address of principal executive offices)

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,

UNITED KINGDOM
(Address of principal executive offices)

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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 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

| | |
|---|-----------------------|
| BHP Billiton Limited | BHP Billiton Plc |
| 171 Collins Street | Neathouse Place |
| Melbourne Victoria 3000 Australia | London SW1V 1LH UK |
| GPO BOX 86 | Tel +44 20 7802 4000 |
| Melbourne Victoria 3001 Australia | Fax + 44 20 7802 4111 |
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| bhpbilliton.com | |

23 December 2014

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 | BHP Billiton Plc |
| | ABN 49 004 028 077 | 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 & 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 | Mr J Nasser |
| Date of last notice | 29 September 2011 |
| Date issuer informed of transaction | 23 December 2014 |
| Date and place of transaction | 19 December 2014 (Australian Securities Exchange) |
| Nature of transaction | On-market purchase of 10,000 BHP Billiton Limited shares on the Australian Securities Exchange. |

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

Nature of indirect interest (including registered holder)

Mr Nasser has an indirect interest in 81,200 ordinary shares in BHP Billiton Plc (held as 40,600 BHP Billiton Plc ADRs) held by JP Morgan Private Bank who holds the shares for the Jacques Nasser Trust. Mr Nasser has a beneficial interest.

Mr Nasser also has an indirect interest in 20,400* ordinary shares in BHP Billiton Limited. 10,400 of these ordinary shares (held as 5,200 BHP Billiton Limited ADRs) are held by JP Morgan Private Bank who holds the shares for the Jacques Nasser Trust. Mr Nasser has a beneficial interest. The remaining 10,000 ordinary BHP Billiton Limited shares are held by Macquarie Private Wealth on behalf of Mr Nasser as beneficial owner.

* Note total above includes shares acquired in this transaction.

Date of change

19 December 2014

No. of securities held prior to change

40,600 BHP Billiton Plc American Depositary Receipts (ADRs) (representing 81,200 BHP Billiton Plc shares); and

5,200 BHP Billiton Limited ADRs (representing 10,400 BHP Billiton Limited shares).

Class

Ordinary shares in BHP Billiton Limited

Number acquired

10,000

Number disposed

-

Value/Consideration

A\$28.65 (average)

No. of securities held after change

40,600 BHP Billiton Plc American Depositary Receipts (ADRs) (representing 81,200 BHP Billiton Plc shares);

5,200 BHP Billiton Limited ADRs (representing 10,400 BHP Billiton Limited shares); and

10,000 BHP Billiton Limited shares.

Nature of change

On-market purchase of BHP Billiton Limited shares.

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

Any additional information

-

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
contracts 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 -
Period during which or date on -
which exercisable
Total amount paid (if any) for the grant -
Description of securities involved: class; -
number
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
Any additional information -
Part 5 Contact details

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

Contact details Rachel Agnew Tel: +65 9022 0463
Fax: +61 3 9611 1044

BHP Billiton Limited ABN 49 004 028 077
Registered in Australia
Registered Office: 171 Collins Street Melbourne Victoria
3000

BHP Billiton Plc Registration number 3196209
Registered in England and Wales
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 23, 2014

By: /s/ Rachel Agnew

Name: Rachel Agnew

Title: Company Secretary