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WESTPAC BANKING CORP Form 424B2 July 10, 2012

Filed under Rule 424(b)(2), Registration Statement No. 333-172579

Preliminary Pricing Supplement No. 39 - Dated Monday, July 9, 2012 (To: Prospectus Dated May 10, 2012)

CUSIP	Principal		Gross	NetCoupon	Coupon	Coupon	Day Count	Maturity	1st Coupon	1st Coupon	Survivor	s FDIC	Pro
Number	Amount	Selling Price	ConcessRo	noceediisype	Rate	Frequency	Basis	Date	Date	Amount	Option	Guaranteed	Raı
96121BBR7	\$	100.000%	1.250%	\$ Fixed	2.000%	Monthly	30/360	07/15/2017	08/15/2012	\$1.44	Yes	No	Se Uns N
Redemption Information: Non-Callable													
				Trade Dat 12:00 PM		y, July 16, 20)12 @					West	pac E Corp
				Settle Dat 2012	te: Thursd	ay, July 19,						Prospectu	s date
				Minimum \$1,000.00		ation/Increme 0	ents:						
				Initial trad DTC Bool		lat and clear ly	SDFS:						
Westpac Bank	king Corpo	oration				ers and Lead Bank Secur		: BofA Merri	ll Lynch, Inca	apital LLC	Agents:		
				Goldman, Wells Far			J.P. Morç	gan, Morgan	Stanley, UBS	S Investme	ent Bank,		
				InterNotes	s® is a reç	gistered trade	emark of	Incapital Hol	dings LLC. A	II Rights R	leserved.		