

BHP BILLITON PLC
Form 6-K
April 21, 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 Date of

5 April 2005

BHP Billiton Plc

Registration Number 3196209

Neathouse Place

London SW1V 1BH

United Kingdom

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	<input checked="" type="checkbox"/>		Form 40-F	<input type="checkbox"/>
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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	<input type="checkbox"/>		No	<input checked="" type="checkbox"/>
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If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

Issued by: BHP Billiton Plc

To:
 London Stock Exchange
 Johannesburg Stock Exchange
 New York Stock Exchange

Date: M April 2005

For Release: Immediately

Contact: Jamin Lawton +44 (0) 20 7802 4108

Notification of interests of directors

BHP Billiton Plc announces the following transactions made by Billiton ESOP Trustee Limited, as trustee of the Billiton Employee Share Ownership Trust, in Ordinary shares of US\$0.50 in BHP Billiton Plc.

1

) Date of Transaction	Type of Transaction	Number of Shares	Price per Share	Date Notified
01 April 2005	Transfer	488	N/A	4 April 2005
01 April 2005	Transfer	1,269	N/A	4 April 2005

These transactions were made on behalf of a beneficiary of the Company's Co-Investment Plan (*not any director of BHP Billiton Plc subject to the Company's Securities Dealing Code*).

2) Date of Transaction	Type of Transaction	Number of Shares	Price per Share	Date Notified
01 April 2005	Transfer	22,594	N/A	4 April 2005
01 April 2005	Transfer	9,528	N/A	4 April 2005
01 April 2005	Transfer	7,146	N/A	4 April 2005
01 April 2005	Transfer	9,775	N/A	4 April 2005
01 April 2005	Transfer	8,512	N/A	4 April 2005
01 April 2005	Transfer	8,512	N/A	4 April 2005

These transactions were made on behalf of a beneficiary of the Company's Group Incentive Scheme (*not any director of BHP Billiton Plc subject to the Company's Securities Dealing Code*).

Following the above transactions Messrs C W Goodyear and M Salamon have an interest in the balance held by the Trust of 1,301,845 shares as potential beneficiaries of the Trust.

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BHP Billiton Limited ABN 49 004 028 077

Registered in Australia
Registered Office: Level 27, 180 Lonsdale Street Melbourne Victoria
3000
Telephone +61 1300 554 757 Facsimile +61 3 9609 3015

BHP Billiton Plc Registration number 3196209

Registered in England and Wales
Registered Office: Neathouse Place London SW1V 1BH United
Kingdom
Telephone +44 20 7802 4000 Facsimile +44 20 7802 4111

The BHP Billiton Group 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

Plc
/s/ KAREN WOOD

Karen Wood
Title: Company Secretary
Date:

5 April 2005

ases and sells securities for its own account. Gabelli Funds, a wholly owned subsidiary of GBL, is a limited liability company. Gabelli Funds is an investment adviser registered under the Advisers Act which presently provides discretionary managed account services for The Gabelli Equity Trust Inc., The Gabelli Asset Fund, The Gabelli Growth Fund, The Gabelli Convertible and Income Securities Fund, Inc., The Gabelli Value Fund Inc., The Gabelli Small Cap Growth Fund, The Gabelli Equity Income Fund, The Gabelli ABC Fund, The Gabelli Global Telecommunications Fund, Gabelli Gold Fund, Inc., The Gabelli Global Multimedia Trust Inc., The Gabelli Global Convertible Securities Fund, Gabelli Capital Asset Fund, Gabelli International Growth Fund, Inc., The Gabelli Global Growth Fund, The Gabelli Utility Trust, The Gabelli Global Opportunity Fund, The Gabelli Utilities Fund, The Gabelli Blue Chip Value Fund, The Gabelli Mathers Fund, The Gabelli Woodland Small Cap Value Fund, The Comstock Capital Value Fund and The Comstock Strategy Fund (collectively, the "Funds"), which are registered investment companies. Gabelli Advisers, a subsidiary of GBL, is an investment adviser which provides discretionary advisory services to The Gabelli Westwood Mighty Mitessm Fund. The Plan, a qualified employee profit sharing plan, covers substantially all employees of GBL and its affiliates. MJG Associates provides advisory services to private investment partnerships and offshore funds. Mario Gabelli is the sole shareholder, director and employee of MJG Associates. MJG Associates is the Investment Manager of Gabelli International Limited, Gabelli International II Limited, Gabelli Performance Partnership, and Gabelli Fund, LDC. The Foundation is a private foundation. Mario Gabelli is the President, a Trustee and the Investment Manager of the Foundation. Lynch is a public company traded on the American Stock Exchange engaged in manufacturing. Interactive is a public company listed on the American

Stock Exchange and is a holding company with operating subsidiaries engaged primarily in the rural telephone industry. Lynch and Interactive actively pursue new business ventures and acquisitions. Lynch and Interactive make investments in marketable securities to preserve capital and maintain liquidity for financing their business activities and acquisitions and are not engaged in the business of investing, reinvesting, or trading in securities. Mario J. Gabelli is a director, officer and a substantial shareholder of Lynch and Interactive. Mario Gabelli is the majority stockholder and Chairman of the Board of Directors and Chief Executive Officer of Gabelli Partners and GBL, and the Chief Investment Officer for each of the Reporting Persons. Gabelli Partners is the majority shareholder of GBL. GBL, in turn, is the sole stockholder of GAMCO. GBL is also the majority stockholder of GSI and the largest shareholder of Gabelli Advisers. Gabelli & Company is a wholly-owned subsidiary of GSI. The Reporting Persons do not admit that they constitute a group. Gabelli Partners, GBL, GAMCO, and Gabelli & Company are New York corporations and GSI and Gabelli Advisers are Delaware corporations, each having its principal business office at One Corporate Center, Rye, New York 10580. Gabelli Funds is a New York limited liability company having its principal business office at One Corporate Center, Rye, New York 10580. MJG Associates is a Connecticut corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. The Foundation is a Nevada corporation having its principal offices at 165 West Liberty Street, Reno, Nevada 89501. Lynch is an Indiana corporation having its principal business office at 50 Kennedy Plaza, Suite 1250, Providence, Rhode Island 02903. Interactive is a Delaware corporation having its principal place of business at One Corporate Center, Rye, New York 10580. For information required by instruction C to Schedule 13D with respect to the executive officers and directors of the foregoing entities and other related persons (collectively, "Covered Persons"), reference is made to Schedule I annexed hereto and incorporated herein by reference. (f) - Reference is made to Schedule I hereto. Item 5. Interest In Securities Of The Issuer Item 5 to Schedule 13D is amended, in pertinent part, as follows: (a) The aggregate number of Securities to which this Schedule 13D relates is 6,082,803 shares, representing 18.74% of the 32,451,862 shares outstanding as reported in the Issuer's most recent Form 10-Q for the quarter ended September 30, 2002. The Reporting Persons beneficially own those Securities as follows: Name Shares of Common Stock % of Class of Common Gabelli Funds 1,738,100 5.36% GAMCO 4,308,469 13.28% MJG Associates 31,500 0.10% Mario Gabelli 4,734 0.01% Marc Gabelli 0 0.00% Mario Gabelli is deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons. GSI is deemed to have beneficial ownership of the Securities beneficially owned by Gabelli & Company. GBL and Gabelli Partners are deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons other than Mario Gabelli and the Foundation. (b) Each of the Reporting Persons and Covered Persons has the sole power to vote or direct the vote and sole power to dispose or to direct the disposition of the Securities reported for it, either for its own benefit or for the benefit of its investment clients or its partners, as the case may be, except that (i) GAMCO does not have the authority to vote 210,383 of the reported shares, (ii) Gabelli Funds has sole dispositive and voting power with respect to the shares of the Issuer held by the Funds so long as the aggregate voting interest of all joint filers does not exceed 25% of their total voting interest in the Issuer and, in that event, the Proxy Voting Committee of each Fund shall respectively vote that Fund's shares, (iii) at any time, the Proxy Voting Committee of each such Fund may take and exercise in its sole discretion the entire voting power with respect to the shares held by such fund under special circumstances such as regulatory considerations, and (iv) the power of Mario Gabelli, GBL, and Gabelli Partners is indirect with respect to Securities beneficially owned directly by other Reporting Persons. (c) Information with respect to all transactions in the Securities which were effected during the past sixty days or since the most recent filing on Schedule 13D, whichever is less, by each of the Reporting Persons and Covered Persons is set forth on Schedule II annexed hereto and incorporated herein by reference. (e) Not applicable. Signature After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. Dated: February 20, 2003 MARIO J. GABELLI MJG ASSOCIATES, INC. By:/s/ James E. McKee James E. McKee Attorney-in-Fact GABELLI FUNDS, LLC GABELLI GROUP CAPITAL PARTNERS, INC. GABELLI ASSET MANAGEMENT INC. By:/s/ James E. McKee James E. McKee Secretary GAMCO INVESTORS, INC. By:/s/ Douglas R. Jamieson Douglas R. Jamieson Executive Vice President SCHEDULE I Information with Respect to Executive Officers and Directors of the Undersigned Schedule I to Schedule 13D is amended, in pertinent part, as follows: The following sets forth as to each of the executive officers and directors of the undersigned: his name; his business address; his present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted. Unless otherwise specified, the principal

employer of each such individual is Gabelli Group Capital Partners, Inc., Gabelli Asset Management Inc., Gabelli Funds, LLC, Gabelli & Company, Inc., or GAMCO Investors, Inc., the business address of each of which is One Corporate Center, Rye, New York 10580, and each such individual identified below is a citizen of the United States. To the knowledge of the undersigned, during the last five years, no such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and no such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws except as reported in Item 2(d) of this Schedule 13D.

Gabelli Group Capital Partners, Inc. Directors: Mario J. Gabelli Chief Executive Officer and Chief Investment Officer of Gabelli Group Capital Partners, Inc., Gabelli Asset Management Inc., and GAMCO Investors, Inc.; Director/Trustee of all registered investment companies advised by Gabelli Funds, LLC; Chief Executive Officer of Lynch Interactive Corporation; Vice Chairman of Lynch Corporation. Charles C. Baum Chairman, Director and Chief Executive Officer of The Morgan Group, Inc.; Secretary & Treasurer United Holdings Co., Inc. 2545 Wilkens Avenue Baltimore, MD 21223 Frederic V. Salerno Chairman Lynch Interactive Corporation Arnold M. Reichman Business Consultant Marc J. Gabelli Managing Director Matthew R. Gabelli Vice President - Trading Gabelli & Company, Inc. One Corporate Center Rye, New York 10580 Officers: Mario J. Gabelli Chairman, Chief Executive Officer and Chief Investment Officer Vincent J. Capurso Executive Vice President and Chief Financial Officer Robert S. Zuccaro Vice President James E. McKee Vice President, General Counsel and Secretary Gabelli Asset Management Inc. Directors: Raymond C. Avansino, Jr. Chairman E.L. Wiegand Foundation 165 West Liberty Street Reno, NV 89501 Mario J. Gabelli See above Paul B. Guenther Chairman New York Philharmonic 10 Lincoln Center Plaza New York, NY 10023 John C. Ferrara Business Consultant Dr. Eamon M. Kelly Professor Payson Center for International Development Technology Transfer Tulane University 300 Gibson Hall 6823 St. Charles Avenue New Orleans, LA 70118 Karl Otto Pohl (1) Sal. Oppenheim jr. & Cie. Bockenheimer Landstrasse 20 D-6000 FRANKFURT AM MAIN Germany Officers: Mario J. Gabelli Chairman, Chief Executive Officer and Chief Investment Officer Robert S. Zuccaro Vice President and Chief Financial Officer James E. McKee Vice President, General Counsel and Secretary GAMCO Investors, Inc. Directors: Douglas R. Jamieson Joseph R. Rindler, Jr. Regina M. Pitaro F. William Scholz, II William S. Selby Officers: Mario J. Gabelli Chief Executive Officer and Chief Investment Officer Joseph R. Rindler, Jr. Chairman Douglas R. Jamieson Executive Vice President and Chief Operating Officer Robert S. Zuccaro Vice President and Chief Financial Officer James E. McKee Vice President, General Counsel and Secretary Gabelli Funds, LLC Officers: Mario J. Gabelli Chief Investment Officer Bruce N. Alpert Executive Vice President and Chief Operating Officer Gus Coutsouros Vice President and Chief Financial Officer James E. McKee Secretary Gabelli Advisers, Inc. Directors: Bruce N. Alpert John D. Gabelli Joseph R. Rindler, Jr. Officers: Bruce N. Alpert Chief Operating Officer Gus Coutsouros Chief Financial Officer James E. McKee Secretary Gabelli Securities, Inc. Directors: Robert W. Blake President of W. R. Blake & Sons, Inc. 196-20 Northern Boulevard Flushing, NY 11358 Douglas G. DeVivo General Partner of ALCE Partners, L.P. One First Street, Suite 16 Los Altos, CA 94022 Joseph R. Rindler, Jr. See above Officers: Robert S. Zuccaro Vice President-Finance James E. McKee Secretary Gabelli & Company, Inc. Directors: James G. Webster, III Chairman & Interim President Irene Smolicz Senior Trader Gabelli & Company, Inc. Robert S. Zuccaro See above Officers: James G. Webster, III Chairman & Interim President Bruce N. Alpert Vice President - Mutual Funds Walter K. Walsh Compliance Officer James E. McKee Secretary Lynch Corporation, 50 Kennedy Plaza, Suite 1250, Providence, RI 02903 Directors: Mario J. Gabelli See above - Gabelli Group Capital Partners, Inc. E. Val Cerutti Business Consultant, Cerutti Consultants 227 McLain Street Mount Kisco, NY 10540 Avrum Gray Ralph R. Papitto Richard E. McGrail Raymond H. Keller Anthony R. Pustorino Gbar Limited Partnership 440 South LaSalle, Suite 2900 Chicago, IL 60605 Chairman and Chief Executive Officer President and Chief Operations Officer Vice President and Chief Financial Officer Professor Emeritus Pace University 1 Martine Avenue White Plains, NY 10606 Officers: Ralph R. Papitto See above Mario J. Gabelli Vice Chairman Richard E. McGrail See above Raymond H. Keller See above Lynch Interactive Corporation, 401 Theodore Fremd Avenue Rye, NY 10580 Directors: Paul J. Evanson President Florida Light & Power Co. P.O. Box 14000 700 Universe Blvd. Juno Beach, FL 33408 Mario J. Gabelli See above - Gabelli Group Capital Partners, Inc. Salvatore Muoio Principal S. Muoio & Co., LLC Suite 406 509 Madison Ave. New York, NY 10022 John C. Ferrara See above David C. Mitchell Business Consultant c/o Lynch Interactive Corporation 401 Theodore Fremd Ave. Rye, NY 10580 Vincent S. Tese Lawyer, Investment Adviser and Cable

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Television Executive c/o Bear Stearns & Company, Inc. 245 Park Avenue, 19th Floor New York, NY 10167 Frederic V. Salerno Chairman Officers: Mario J. Gabelli Chairman and Chief Executive Officer Robert E. Dolan Chief Financial Officer John Fikre Vice President - Corporate Development, General Counsel, and Secretary (1) Citizen of Germany (2) Citizen of the Cayman Islands (3) Citizen of Bermuda (4) Citizen of Bermuda and Canada (5) Citizen of the UK (6) Citizen of Switzerland (7) Citizen of Italy