

AUSTRALIA & NEW ZEALAND BANKING GROUP LTD

Form 6-K

February 16, 2006

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## FORM 6-K

REPORT OF FOREIGN ISSUER

PURSUANT TO RULE 13A-16 OR 15D-16 OF

THE SECURITIES EXCHANGE ACT OF 1934

For the Month of February 2006

### Australia and New Zealand Banking Group Limited

ACN 005 357 522

(Translation of registrant's name into English)

Level 6, 100 Queen Street Melbourne Victoria 3000 Australia

(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 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.

For the Month of February 2006

Yes

No:

If  Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

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This Report on Form 6-K shall be deemed to be incorporated by reference in the prospectus included in the Registration Statement on Form F-3 (No. 333 - 113524) of Australia and New Zealand Banking Group Limited and to be part thereof from the date on which this Report is filed, to the extent not superseded by documents or reports subsequently filed or furnished.

This Form 6-K may contain certain forward-looking statements, including statements regarding (i) economic and financial forecasts, (ii) anticipated implementation of certain control systems and programs, (iii) the expected outcomes of legal proceedings and (iv) strategic priorities. Such forward- looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors, many of which are beyond our control and which may cause actual results to differ materially from those expressed in the forward-looking statement contained in these forward- looking statements. For example, these forward-looking statements may be affected by movements in exchange rates and interest rates, general economic conditions, our ability to acquire or develop necessary technology, our ability to attract and retain qualified personnel, government regulation, the competitive environment and political and regulatory policies. There can be no assurance that actual outcomes will not differ materially from the forward-looking statements contained in the Form 6-K.

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**Appendix 3B**

**New issue announcement**

*Rule 2.7, 3.10.3, 3.10.4, 3.10.5*

**Appendix 3B**

**New issue announcement,  
application for quotation of additional securities  
and agreement**

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

Australia and New Zealand Banking Group Limited

ABN

11 005 357 522

We (the entity) give ASX the following information.

**Part 1 - All issues**

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |   |
|---|--|---|
| 1 | +Class of +securities issued or to be issued   | Transferable Certificates of Deposit                                  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | A\$100,000,000 in aggregate principal amount.                         |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | See Information Memorandum and pricing supplement for the securities. |

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+ See chapter 19 for defined terms.

<p>4 Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?</p> <p>If the additional securities do not rank equally, please state:</p> <p style="padding-left: 20px;">the date from which they do</p> <p style="padding-left: 20px;">the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</p> <p style="padding-left: 20px;">the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</p>	<p>The securities will be fungible with existing ANZ Fixed rate March-2009 series; details of the two tranches of the existing series which were previously issued are:</p> <p style="padding-left: 40px;">A\$675,000,000 (Tranche 1)</p> <p style="padding-left: 40px;">A\$100,000,000 (Tranche 2)</p> <p style="padding-left: 40px;">Coupon: 6.00% pa</p> <p style="padding-left: 40px;">Issue Date (Tranche 1): 2/3/2004</p> <p style="padding-left: 40px;">Issue Date (Tranche 2): 28/11/2005</p> <p style="padding-left: 40px;">Maturity Date: 2/3/2009</p> <p style="padding-left: 40px;">ASX Code: ANZHC</p>				
<p>5 Issue price or consideration</p>	<p>Issued price including accrued interest is 103.351% of the aggregate principal amount of the securities. Fixed rate interest of 6.00% is payable on the securities.</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>General corporate purposes</p>				
<p>7 Dates of entering *securities into uncertificated holdings or despatch of certificates</p>	<p>14 February 2006</p>				
<p>8 Number and *class of all *securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="0" style="width: 100%;"> <thead> <tr> <th style="text-align: left; padding-right: 20px;">Number</th> <th style="text-align: left;">+Class</th> </tr> </thead> <tbody> <tr> <td style="padding-right: 20px;">Available on request</td> <td></td> </tr> </tbody> </table>	Number	+Class	Available on request	
Number	+Class				
Available on request					

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+ See chapter 19 for defined terms.

		Number	+Class
9	Number and +class of all +securities not quoted on ASX ( <i>including</i> the securities in clause 2 if applicable)	Available on request	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/a	
<b>Part 2 - Bonus issue or pro rata issue</b>			
11	Is security holder approval required?		
12	Is the issue renounceable or nonrenounceable?		
13	Ratio in which the +securities will be offered		
14	+Class of +securities to which the offer relates		
15	+Record date to determine entitlements		
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?		
17	Policy for deciding entitlements in relation to fractions		
18	Names of countries in which the entity has +security holders who will not be sent new issue documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.		
19	Closing date for receipt of acceptances or renunciations		

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+ See chapter 19 for defined terms.

- 20 Names of any underwriters
- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue
- 23 Fee or commission payable to the broker to the issue
- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders
- 25 If the issue is contingent on +security holders approval, the date of the meeting
- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do +security holders sell their entitlements *in full* through a broker?
- 31 How do +security holders sell *part* of their entitlements through a broker and accept for the balance?

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+ See chapter 19 for defined terms.



32 How do \*security holders dispose of their entitlements (except by sale through a broker)?

33 +Despatch date

**Part 3 - Quotation of securities**

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

(a)  Securities described in Part 1

(b)  All other securities  
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

**Entities that have ticked box 34(a)**

**Additional securities forming a new class of securities**

*Tick to indicate you are providing the information or documents*

35  If the \*securities are \*equity securities, the names of the 20 largest holders of the additional \*securities, and the number and percentage of additional \*securities held by those holders

36  If the \*securities are \*equity securities, a distribution schedule of the additional \*securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37  A copy of any trust deed for the additional \*securities

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+ See chapter 19 for defined terms.

**Entities that have ticked box 34(b)**

- 38 Number of securities for which +quotation is sought
- 39 Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?  
  
If the additional securities do not rank equally, please state:  
     the date from which they do  
     the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment  
     the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
- 41 Reason for request for quotation now  
  
Example: In the case of restricted securities, end of restriction period  
  
(if issued upon conversion of another security, clearly identify that other security)
- 42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)

Number	+Class

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+ See chapter 19 for defined terms.

**Quotation agreement**

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.

There is no reason why those +securities should not be granted +quotation.

An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.

If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

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+ See chapter 19 for defined terms.

- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

Company secretary

Date: 14 February 2006

Print name:

John Priestley

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+ See chapter 19 for defined terms.

**SCHEDULE C**

**PRICING SUPPLEMENT**

**AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED**

(Australian Business Number 11 005 357 522)

**Australian Dollar**

**Debt Issuance Programme**

**Series No: 16**

**Tranche No: 3**

**AUD 100,000,000 6.00% Fixed Rate Transferable Certificates of Deposit due 2009 to be consolidated and form a single series with the existing A\$775,000,000 6.0% Fixed Rate Transferable Certificates of Deposit due 2009 (Series 16, Tranches 1 and 2)**

**Issue Price: 103.351 per cent.**

**Australia and New Zealand Banking Group Limited**

**(Australian Business Number 11 005 357 522)**

**acting through ANZ Investment Bank**

**UBS AG, AUSTRALIA BRANCH**

**(Australian Business Number 47 088 129 613)**

**Dealers**

**The date of this Pricing Supplement is 14 February 2006**

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Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the Conditions ) set forth in the Information Memorandum dated 11 April 2003. This Pricing Supplement contains the final terms of the Securities and must be read in conjunction with the Information Memorandum dated 23 April 2004, save in respect of the Conditions which are extracted from the Information Memorandum dated 11 April 2003

1	Issuer:	Australia and New Zealand Banking Group Limited
2	(i) Series Number:	16
	(ii) Tranche Number:	3
	(if fungible with an existing Series, details of that Series, the number including the date on which the Securities become fungible)	Fungible with Series No 16, Tranche No. 1 issued on 2 March 2004 in an Aggregate Nominal Amount of A\$675,000,000 and maturing on 2 March 2009 and also fungible with Series No 16, Tranche No. 2 issued on 28 November 2005 in an Aggregate Nominal Amount of A\$100,000,000 and maturing on 2 March 2009.
3	Specified Currency:	Australian Dollars
4	Aggregate Nominal Amount:	\$100,000,000
5	(i) Issue Price:	103.351 per cent of the Aggregate Nominal Amount (including accrued interest equal to 2.735% of the Aggregate Nominal Amount)
	(ii) Net proceeds:	\$103,351,000
6	Specified Denomination(s):	\$1,000
7	(i) Issue Date:	14 February 2006
	(ii) Interest Commencement Date:	2 September 2005
8	Maturity Date:	2 March 2009
9	Interest Basis:	6.00 per cent. per annum Fixed Rate (Further particulars specified below)
10	Redemption/Payment Basis:	Redemption at Par
11	Change of Interest or Redemption/Payment Basis:	Not applicable
12	Put/Call Options:	Not applicable
13	Status of the Securities:	Transferable Certificates of Deposit
14	Listing:	Australian Stock Exchange

15 Method of distribution: Syndicated

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

16	Fixed Rate Security Provisions	Applicable
(i)	Rate of Interest:	6.00 per cent per annum payable semi-annually in arrears
(ii)	Interest Payment Date(s):	2 March and 2 September in each year commencing 2 March 2006
(iii)	Fixed Coupon Amount[(s)]:	\$30 per \$1,000 on each Interest Payment Date
(iv)	Broken Amount(s):	Not Applicable



	(v)	Business day Convention:	Following Business Day Convention
	(vi)	Day Count Fraction:	RBA Bond Basis
	(vii)	Other terms relating to the method of calculating interest for Fixed Rate Securities:	Full Fixed Coupon Amount payable on the 2 March 2006
	(viii)	Interest Determination Date	Not Applicable
17		Floating Rate Security Provisions	Not Applicable
18		Zero Coupon Security Provisions	Not Applicable
19		Index-Linked Interest Security Provisions	Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

21		Call Option	Not Applicable
22		Put Option	Not Applicable
23		Final Redemption Amount:	Outstanding Nominal Amount
24		Early Redemption Amount:	Not Applicable

Early Redemption Amount(s) payable on redemption for taxation reasons or on Event of Default and/or the method of calculating the same (if required or if different from that set out in the Conditions)

**GENERAL PROVISIONS APPLICABLE TO THE SECURITIES**

25		Form of Securities:	Registered
26		Additional Financial Centre(s) or other special provisions relating to Interest Payment Dates:	Not Applicable
27		Public Offer Test compliant	Yes
28		Details relating to Instalment Notes, including Instalment Amount(s) and Instalment Date(s):	Not Applicable
29		Consolidation provisions:	Not Applicable
30		Governing law:	State of Victoria
31		Other terms or special conditions:	Not Applicable

**DISTRIBUTION**

32		If syndicated, names of Lead Managers and the Dealers:	Australia and New Zealand Banking Group Limited UBS AG, Australia Branch (Lead Managers and Dealers)
33		If non-syndicated, name of Dealer:	Not Applicable

34 Additional selling restrictions: Not Applicable

**OPERATIONAL INFORMATION**

35 ISIN: AU0000ANZHC2

- |    |  |  |
|----|--|--|
| 36 | Code   | ANZHC  |
| 37 | Any clearing system(s) other than Austraclear and the relevant identification number(s): | Securities will be lodged in the Austraclear system. Securities may also be held and transacted in the Euroclear and Clearstream systems |

#### LISTING APPLICATION

This Pricing Supplement comprises the details required to list the Securities described herein pursuant to the Australian Dollar Debt Issuance programme as from 14 February 2006.

#### RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement.  
Signed on behalf of the Issuer:

By: /s/ Rick Moscati  
Attorney  
**Rick Moscati**  
**Group Treasurer**

By:

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.

Australia and New Zealand  
Banking Group Limited  
(Registrant)

By: /s/ John Priestley  
John Priestley  
Company Secretary

Date 15 February 2006

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