

BHP BILLITON LTD
Form 6-K
December 07, 2015

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 7, 2015

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,

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,

VICTORIA 3000 AUSTRALIA

UNITED KINGDOM

(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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Tel +61 1300 55 47 57 Fax +61 3 9609 3015
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BHP Billiton Plc
Neathouse Place
London SW1V 1LH UK
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7 December 2015

To: Australian Securities Exchange
London Stock Exchange

cc: New York Stock Exchange
JSE Limited

Notification of Change of Interests of

Persons Discharging Managerial Responsibility

(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 Listing Rules and Disclosure and Transparency Rules of the United Kingdom Listing Authority and the Group's Securities Dealing document.

We (the entities) advise the following information under the UK Listing Authority Disclosure and Transparency Rule 3.1.4 and as agent for the person discharging managerial responsibilities in accordance with the Group's Securities Dealing document.

This notification is in respect of:

Peter Beaven;

Tony Cudmore;

Tim Cutt;

Dean Dalla Valle;

Geoff Healy;

Mike Henry;

Danny Malchuk;

Athalie Williams; and

Jimmy Wilson.

| | |
|---|---|
| Name of person discharging managerial responsibilities | Peter Beaven |
| Date of last notice | 28 August 2015 |
| Date issuer informed of transaction | 4 December 2015 |
| Date and place of transaction | 4 December 2015 (place of transaction not applicable) |
| Nature of transaction | Award of Performance Shares under the Long Term (LTIP) and of Deferred Shares under the Short Term Incentive Plan (STIP). |

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

Peter Beaven has a direct interest of 236,639 ordinary shares in BHP Billiton Limited.

Peter Beaven's spouse also holds 1,446 ordinary shares in BHP Billiton Limited.

No change in beneficial interests

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 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

4 December 2015

Period during which or date on which exercisable

LTIP Performance Shares

August 2020

STIP Deferred Shares

August 2017

Total amount paid (if any) for the grant

Description of securities involved: 174,873 Performance Shares (BHP Billiton Limited)
class; number under the LTIP

40,921 Deferred Shares (BHP Billiton Limited) under
the STIP

**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**

BHP Billiton Limited:

400,602 maximum number of Performance Shares
(ordinary shares of BHP Billiton Limited) under the
LTIP

80,758 maximum number of Deferred Shares
(ordinary shares of BHP Billiton Limited) under the
STIP

39,282 maximum number of Transitional GMC
Awards (ordinary shares of BHP Billiton Limited)

520,642 Total

Any additional information

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

To ensure executives do not receive a larger number of awards in light of the lower BHP Billiton share price since the Samarco tailings dam tragedy in Brazil on 5 November 2015, the award sizes have been determined by maintaining the share price and exchange rate of 5 November 2015 throughout the period from 6 November 2015 to the grant date. This results in a lower number of awards being allocated than otherwise would have been the case.

Part 4 Contact details

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

Rachel Agnew

Contact details

Rachel Agnew Tel: +61 3 9609 3730

Fax: +61 3 9611 1044

| | |
|---|---|
| Name of person discharging managerial responsibilities | Tony Cudmore |
| Date of last notice | 26 May 2015 |
| Date issuer informed of transaction | 4 December 2015 |
| Date and place of transaction | 4 December 2015 (place of transaction not applicable) |
| Nature of transaction | Award of Performance Shares under the Long Term (LTIP) and of Deferred Shares under the Short Term Incentive Plan (STIP). |

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

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 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

4 December 2015

Period during which or date on which exercisable

LTIP Performance Shares

August 2020

STIP Deferred Shares

August 2017

Total amount paid (if any) for the grant

| | |
|---|---|
| Description of securities involved: | 112,418 Performance Shares (BHP Billiton Limited) under the LTIP |
| class; number | |
| | 33,218 Deferred Shares (BHP Billiton Limited) under the STIP |
| 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 | <u>BHP Billiton Limited:</u> |
| | 210,797 maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the LTIP |
| | 43,697 maximum number of Deferred Shares (ordinary shares of BHP Billiton Limited) under the STIP |
| | 254,494 Total |

Any additional information

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

To ensure executives do not receive a larger number of awards in light of the lower BHP Billiton share price since the Samarco tailings dam tragedy in Brazil on 5 November 2015, the award sizes have been determined by maintaining the share price and exchange rate of 5 November 2015 throughout the period from 6 November 2015 to the grant date. This results in a lower number of awards being allocated than otherwise would have been the case.

Part 4 Contact details

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

Rachel Agnew

Contact details

Rachel Agnew Tel: +61 3 9609 3730

Fax: +61 3 9611 1044

| | |
|---|---|
| Name of person discharging managerial responsibilities | Tim Cutt |
| Date of last notice | 28 August 2015 |
| Date issuer informed of transaction | 4 December 2015 |
| Date and place of transaction | 4 December 2015 (place of transaction not applicable) |
| Nature of transaction | Award of Performance Shares under the Long Term (LTIP) and of Deferred Shares under the Short Term Incentive Plan (STIP). |

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

Tim Cutt has an indirect interest of 78,567 ordinary shares in BHP Billiton Limited and an indirect interest in 940 ordinary shares in BHP Billiton Limited (held as 470 ADRs) held on behalf of Tim Cutt as beneficial

owner.

No change in beneficial interests

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 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 | 4 December 2015 |
| Period during which or date on which exercisable | LTIP Performance Shares |
| | August 2020 |
| | STIP Deferred Shares |
| | August 2017 |
| Total amount paid (if any) for the grant | |

Description of securities involved: 174,873 Performance Shares (BHP Billiton Limited)
under the LTIP
class; number

49,105 Deferred Shares (BHP Billiton Limited) under
the STIP

**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**

BHP Billiton Limited:

400,602 maximum number of Performance Shares
(ordinary shares of BHP Billiton Limited) under the
LTIP

89,767 maximum number of Deferred Shares
(ordinary shares of BHP Billiton Limited) under the
STIP

39,282 maximum number of Transitional GMC
Awards (ordinary shares of BHP Billiton Limited)

529,651 Total

Any additional information

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

To ensure executives do not receive a larger number of awards in light of the lower BHP Billiton share price since the Samarco tailings dam tragedy in Brazil on 5 November 2015, the award sizes have been determined by maintaining the share price and exchange rate of 5 November 2015 throughout the period from 6 November 2015 to the grant date. This results in a lower number of awards being allocated than otherwise would have been the case.

Part 4 Contact details

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

Rachel Agnew

Contact details

Rachel Agnew Tel: +61 3 9609 3730

Fax: +61 3 9611 1044

| | |
|---|---|
| Name of person discharging managerial responsibilities | Dean Dalla Valle |
| Date of last notice | 28 August 2015 |
| Date issuer informed of transaction | 4 December 2015 |
| Date and place of transaction | 4 December 2015 (place of transaction not applicable) |
| Nature of transaction | Award of Performance Shares under the Long Term (LTIP) and of Deferred Shares under the Short Term Incentive Plan (STIP). |

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

Dean Dalla Valle has a direct interest in 83,438 ordinary shares in BHP Billiton Limited.

Dean Dalla Valle also holds an indirect interest in 21,144 ordinary shares in BHP Billiton Limited.

Dean Dalla Valle's spouse also holds 43,582 ordinary shares in BHP Billiton Limited.

No change in beneficial interests

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 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

4 December 2015

Period during which or date on which exercisable

LTIP Performance Shares

August 2020

STIP Deferred Shares

August 2017

Total amount paid (if any) for the grant

| | |
|---|---|
| Description of securities involved: | 174,873 Performance Shares (BHP Billiton Limited) under the LTIP |
| class; number | |
| | 40,921 Deferred Shares (BHP Billiton Limited) under the STIP |
| 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 | <u>BHP Billiton Limited:</u> |
| | 400,602 maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the LTIP |
| | 84,809 maximum number of Deferred Shares (ordinary shares of BHP Billiton Limited) under the STIP |
| | 39,282 maximum number of Transitional GMC Awards (ordinary shares of BHP Billiton Limited) |
| | 524,693 Total |

Any additional information

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

To ensure executives do not receive a larger number of awards in light of the lower BHP Billiton share price since the Samarco tailings dam tragedy in Brazil on 5 November 2015, the award sizes have been determined by maintaining the share price and exchange rate of 5 November 2015 throughout the period from 6 November 2015 to the grant date. This results in a lower number of awards being allocated than otherwise would have been the case.

Part 4 Contact details

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

Rachel Agnew

Contact details

Rachel Agnew Tel: +61 3 9609 3730

Fax: +61 3 9611 1044

| | |
|---|---|
| Name of person discharging managerial responsibilities | Geoff Healy |
| Date of last notice | 26 May 2015 |
| Date issuer informed of transaction | 4 December 2015 |
| Date and place of transaction | 4 December 2015 (place of transaction not applicable) |
| Nature of transaction | Award of Performance Shares under the Long Term (LTIP) and of Deferred Shares under the Short Term Incentive Plan (STIP). |

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

Geoff Healy's spouse holds 3,000 ordinary shares in BHP Billiton Limited.

No change to these interests

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 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

4 December 2015

Period during which or date on which exercisable

LTIP Performance Shares

August 2020

STIP Deferred Shares

August 2017

Total amount paid (if any) for the grant

| | |
|---|---|
| Description of securities involved: | 174,873 Performance Shares (BHP Billiton Limited) under the LTIP |
| class; number | |
| | 49,105 Deferred Shares (BHP Billiton Limited) under the STIP |
| Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise | Nil |
| Total number of securities over which options or other rights held at the date of this notice | <u>BHP Billiton Limited:</u> |
| | 400,602 maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the LTIP |
| | 91,980 maximum number of Deferred Shares (ordinary shares of BHP Billiton Limited) under the STIP |
| | 492,582 Total |

Any additional information

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

To ensure executives do not receive a larger number of awards in light of the lower BHP Billiton share price since the Samarco tailings dam tragedy in Brazil on 5 November 2015, the award sizes have been determined by maintaining the share price and exchange rate of 5 November 2015 throughout the period from 6 November 2015 to the grant date. This results in a lower number of awards being allocated than otherwise would have been the case.

Part 4 Contact details

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

Contact details

Rachel Agnew Tel: +61 3 9609 3730

Fax: +61 3 9611 1044

| | |
|---|---|
| Name of person discharging managerial responsibilities | Mike Henry |
| Date of last notice | 28 August 2015 |
| Date issuer informed of transaction | 4 December 2015 |
| Date and place of transaction | 4 December 2015 (place of transaction not applicable) |
| Nature of transaction | Award of Performance Shares under the Long Term (LTIP) and of Deferred Shares under the Short Term Incentive Plan (STIP). |

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

Mike Henry has a direct interest in 18,875 ordinary shares in BHP Billiton Limited and 111,591 ordinary shares in BHP Billiton Plc.

Mike Henry also has an indirect interest in 19,164 ordinary shares in BHP Billiton Limited and 68,952 ordinary shares in BHP Billiton Plc.

No change in beneficial interests

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 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 | 4 December 2015 |
| Period during which or date on which exercisable | LTIP Performance Shares |
| | August 2020 |
| | STIP Deferred Shares |
| | August 2017 |
| Total amount paid (if any) for the grant | |

Description of securities involved:

192,360 Performance Shares (BHP Billiton Limited)
under the LTIP

class; number

45,542 Deferred Shares (BHP Billiton Limited) under
the STIP

**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

BHP Billiton Plc:

130,922 maximum number of Performance Shares (ordinary shares of BHP Billiton Plc) under the LTIP

21,533 maximum number of Transitional GMC Awards (ordinary shares of BHP Billiton Plc)

152,455 Total

BHP Billiton Limited:

440,663 maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the LTIP

93,117 maximum number of Deferred Shares (ordinary shares of BHP Billiton Limited) under the STIP

533,780 Total

Any additional information

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

To ensure executives do not receive a larger number of awards in light of the lower BHP Billiton share price since the Samarco tailings dam tragedy in Brazil on 5 November 2015, the award sizes have been determined by maintaining the share price and exchange rate of 5 November 2015 throughout the period from 6 November 2015 to the grant date. This results in a lower number of awards being allocated than otherwise would have been the case.

Part 4 Contact details

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

Rachel Agnew

Contact details

Rachel Agnew Tel: +61 3 9609 3730

Fax: +61 3 9611 1044

| | |
|---|---|
| Name of person discharging managerial responsibilities | Danny Malchuk |
| Date of last notice | 28 August 2015 |
| Date issuer informed of transaction | 4 December 2015 |
| Date and place of transaction | 4 December 2015 (place of transaction not applicable) |
| Nature of transaction | Award of Performance Shares under the Long Term (LTIP) and of Deferred Shares under the Short Term Inventive Plan (STIP). |

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

Danny Malchuk has a direct interest of 52,687 ordinary shares in BHP Billiton Limited.

Danny Malchuk also has an indirect interest in 34,240 ordinary shares in BHP Billiton Limited.

No change in beneficial interests

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 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

4 December 2015

Period during which or date on which exercisable

LTIP Performance Shares

August 2020

STIP Deferred Shares

August 2017

Total amount paid (if any) for the grant

Description of securities involved:

174,873 Performance Shares (BHP Billiton Limited)
under the LTIP

class; number

40,921 Deferred Shares (BHP Billiton Limited) under
the STIP

**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**

BHP Billiton Limited:

384,104 maximum number of Performance Shares
(ordinary shares of BHP Billiton Limited) under the
LTIP

78,314 maximum number of Deferred Shares
(ordinary shares of BHP Billiton Limited) under the
STIP

33,390 maximum number of Transitional GMC
Awards (ordinary shares of BHP Billiton Limited)

495,808 Total

Any additional information

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

To ensure executives do not receive a larger number of awards in light of the lower BHP Billiton share price since the Samarco tailings dam tragedy in Brazil on 5 November 2015, the award sizes have been determined by maintaining the share price and exchange rate of 5 November 2015 throughout the period from 6 November 2015 to the grant date. This results in a lower number of awards being allocated than otherwise would have been the case.

Part 4 Contact details

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

Rachel Agnew

Contact details

Rachel Agnew Tel: +61 3 9609 3730

Fax: +61 3 9611 1044

| | |
|---|---|
| Name of person discharging managerial responsibilities | Athalie Williams |
| Date of last notice | 28 August 2015 |
| Date issuer informed of transaction | 4 December 2015 |
| Date and place of transaction | 4 December 2015 (place of transaction not applicable) |
| Nature of transaction | Award of Performance Shares under the Long Term (LTIP), of Deferred Shares under the Short Term Incentive Plan (STIP), of Deferred Shares under the Group Short Term Incentive Plan (GSTIP) and of GMC Transitional Awards. |

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

Athalie Williams has a direct interest of 1,058 ordinary shares in BHP Billiton Limited.

Athalie Williams also holds an indirect interest in 20,399 ordinary shares in BHP Billiton Limited.

No change in beneficial interests

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 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

4 December 2015

Period during which or date on which exercisable

LTIP Performance Shares

August 2020

STIP Deferred Shares

August 2017

GSTIP Deferred Shares

August 2017

Transitional GMC Awards

August 2018 (tranche one)

August 2019 (tranche two)

Total amount paid (if any) for the grant

Description of securities involved:

class; number

112,418 Performance Shares (BHP Billiton Limited)
under the LTIP

17,692 Deferred Shares (BHP Billiton Limited) under
the STIP

4,689 Deferred Shares (BHP Billiton Limited) under
the GSTIP

23,420 Transitional GMC Awards (tranche one) (BHP
Billiton Limited)

23,420 Transitional GMC Awards (tranche two) (BHP
Billiton Limited)

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

BHP Billiton Limited:

11,893 maximum number of Deferred Shares (ordinary shares of BHP Billiton Limited) under the GSTIP

15,906 maximum number of Restricted Shares (ordinary shares of BHP Billiton Limited) under the MAP

112,418 maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the LTIP

17,692 maximum number of Deferred Shares (ordinary shares of BHP Billiton Limited) under the STIP

46,840 maximum number of Transitional GMC Awards (ordinary shares of BHP Billiton Limited)

204,749 Total

Any additional information

This notification is in respect of the award of Performance Shares under the LTIP, Deferred Shares under the STIP, Deferred Shares under the GSTIP and GMC Transitional Awards.

To ensure executives do not receive a larger number of awards in light of the lower BHP Billiton share price since the Samarco tailings dam tragedy in Brazil on 5 November 2015, the award sizes have been determined by maintaining the share price and exchange rate of 5 November 2015 throughout the period from 6 November 2015 to the grant date. This results in a lower number of awards being allocated than otherwise would have been the case.

Part 4 Contact details

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

Rachel Agnew

Contact details

Rachel Agnew Tel: +61 3 9609 3730

Fax: +61 3 9611 1044

| | |
|---|---|
| Name of person discharging managerial responsibilities | Jimmy Wilson |
| Date of last notice | 28 August 2015 |
| Date issuer informed of transaction | 4 December 2015 |
| Date and place of transaction | 4 December 2015 (place of transaction not applicable) |
| Nature of transaction | Award of Performance Shares under the Long Term (LTIP) and of Deferred Shares under the Short Term Incentive Plan (STIP). |

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

Jimmy Wilson has a direct interest in 142,763 ordinary shares in BHP Billiton Limited and 59,301 ordinary shares in BHP Billiton Plc.

No change in beneficial interests

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 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

4 December 2015

Period during which or date on which exercisable

LTIP Performance Shares

August 2020

STIP Deferred Shares

August 2017

Total amount paid (if any) for the grant

Description of securities involved:

174,873 Performance Shares (BHP Billiton Limited)
under the LTIP

class; number

49,105 Deferred Shares (BHP Billiton Limited) under
the STIP

**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**

BHP Billiton Limited:

400,602 maximum number of Performance Shares
(ordinary shares of BHP Billiton Limited) under the
LTIP

93,706 maximum number of Deferred Shares
(ordinary shares of BHP Billiton Limited) under the
STIP

39,282 maximum number of Transitional GMC
Awards (ordinary shares of BHP Billiton Limited)

533,590 Total

Any additional information

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

To ensure executives do not receive a larger number of awards in light of the lower BHP Billiton share price since the Samarco tailings dam tragedy in Brazil on 5 November 2015, the award sizes have been determined by maintaining the share price and exchange rate of 5 November 2015 throughout the period from 6 November 2015 to the grant date. This results in a lower number of awards being allocated than otherwise would have been the case.

Part 4 Contact details

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

Rachel Agnew

Contact details

Rachel Agnew Tel: +61 3 9609 3730

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 7, 2015

By: /s/ Rachel Agnew

Name: Rachel Agnew

Title: Company Secretary