BHP BILLITON LTD Form 6-K December 08, 2006

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, 2006

BHP BILLITON LIMITED

BHP BILLITON PLC

(ABN 49 004 028 077)

(REG. NO. 3196209)

(Exact name of Registrant as specified in its charter)

(Exact name of Registrant as specified in its charter)

VICTORIA, AUSTRALIA

ENGLAND AND WALES

(Jurisdiction of incorporation or organisation)

(Jurisdiction of incorporation or organisation)

180 LONSDALE STREET, MELBOURNE, VICTORIA

NEATHOUSE PLACE, VICTORIA, LONDON,

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: [x] 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 [x] No
If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): <u>n/a</u>

Issued by: BHP Billiton Plc

BHP Billiton Limited

To:

London Stock Exchange Australian Stock Exchange

Cc:

New York Stock Exchange JSE Limited Swiss Stock Exchange Deutsche Bank UBS Zurich

Date: 7 December 2006

For Release: Immediately

BHP BILLITON PLC - TRANSACTION IN SHARES

BHP Billiton Limited announces that on 7 December 2006 it purchased 800,000 ordinary shares of BHP Billiton Plc at an average price of 967.6737 pence per ordinary share.

Following the above purchase, BHP Billiton Plc holds 25,420,000 of its ordinary shares as treasury shares and BHP Billiton Limited holds 53,460,000 of the ordinary shares in BHP Billiton Plc, for a total of 78,880,000 shares. The total number of BHP Billiton Plc ordinary shares in issue (excluding shares held as treasury shares and shares held by BHP Billiton Limited) is 2,389,267,002.

For further information, please contact:

Investor Relations Company Secretary Company Secretary

Mark Lidiard BHP Billiton Plc BHP Billiton Limited

Office: +44 (0) 20 7802 4156 Robert Franklin Jane McAloon

Mobile: +44 (0) 77 6993 4942 Office: +44 (0) 20 7802 4116 Office: +61 3 9609 2445

Mobile: +44 (0) 20 7802 4116 Mobile: +61 448 551 695

Further information on BHP Billiton can be found on our Internet site: www.bhpbilliton.com

Australia

Samantha Evans, Media Relations Tel: +61 3 9609 2898 Mobile: +61 400 693 915 email: Samantha.Evans@bhpbilliton.com

Jane Belcher, Investor Relations Tel: +61 3 9609 3952 Mobile: +61 417 031 653 email: Jane.H.Belcher@bhpbilliton.com

United States

Tracey Whitehead, Investor & Media Relations Tel: US +1 713 599 6100 or UK +44 20 7802 4031

Mobile: +44 7917 648 093

email: Tracey.Whitehead@bhpbilliton.com

United Kingdom

Mark Lidiard, Investor & Media Relations Tel: +44 20 7802 4156 Mobile: +44 7769 934 942 email: Mark.Lidiard@bhpbilliton.com

Illtud Harri, Media Relations Tel: +44 20 7802 4195 Mobile: +44 7920 237 246 email: Illtud.Harri@bhpbilliton.com

South Africa

Alison Gilbert, Investor Relations Tel: SA +27 11 376 2121 or UK +44 20 7802 4183 email: Alison.Gilbert@bhpbilliton.com

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 Limited and BHP Billiton Plc

Date: 7 December 2006 By: Karen Wood

Name: Karen Wood

Title: Group Company Secretary