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9 August 2005

Company Announcements
Australian Stock Exchange
Level 10, 20 Bond Street
SYDNEY NSW 2000

Appendix 3Y- Share and Option Transactions by Mr. John McFarlane

The attached Appendix 3Y covers transactions in ANZ shares and options undertaken on 8 August 2005 by Mr. John McFarlane, Chief Executive Officer of ANZ.

The transactions were:

- The exercise of 500,000 share options at $16.48 per share granted on 31 December 2001 pursuant to approval at ANZ's 1999 Annual General Meeting. Of the resulting shares, 450,000 shares were sold at $21.5568 per share and 50,000 shares were retained.
- The purchase of 1,437 shares at an average price of $21.5162 per share for Mr. McFarlane's personal superannuation fund.
- The purchase of 21,878 shares at $21.5162 per share under the ANZ Directors' Share Plan in lieu of salary.

As a result of these transactions, Mr McFarlane's holdings of ANZ shares have increased by 73,315 from 1,746,400 to 1,819,715.

John Priestley
Company Secretary

Appendix 3Y

Change of Director's Interest Notice

Name of entity	Australia and New Zealand Banking Group Limited
ABN	11 005 357 522

Australia and New Zealand Banking Group Limited gives ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Mr John McFarlane
Date of last Notice	01 July 2005

Part 1 – Change of director's relevant interest in securities

Ordinary Shares:

Direct interest **Indirect interest**	499,539 1,246,861
Nature of indirect interest • Bank of New York (as nominee for Self Invested Personal Pension Scheme) • Ballimore Pty Ltd (a/c Superannuation Fund) • ANZEST Pty Ltd - ANZ Employee Share Acquisition Plan - ANZ Directors' Share Plan	**Number & Class of Securities** ordinary shares 279,445 ordinary shares 29,509 ordinary shares 262,190 ordinary shares 675,717 Total 1,246,861
No of securities held prior to change	**1,746,400**
Date of change	8 August 2005
Class	ordinary shares
Number acquired (Direct) **Number acquired (Indirect)** • Ballimore Pty Ltd (a/c Superannuation Fund) • ANZEST Pty Ltd - ANZ Directors' Share Plan	500,000 1,437 21,878
Number disposed of (Direct)	(450,000)
Nature of Change	• Subscription for 500,000 shares upon exercise of options. • On-market sale of 450,000 shares. • On-market purchases of 23,315 shares.

Value / Consideration	- 500,000 options exercised at $16.48 per share. - 450,000 shares sold at an average price of $21.5568. - 21,878 shares acquired at $21.5162. - 1,437 shares acquired at $21.5162.
Number of securities held after change **Direct Interest (Increased by 50,000)** **Indirect Interest (Increased by 23,315)** **Total of Interest**	 50,000 23,315 **1,819,715**

Options over unissued ordinary shares:

Direct Interest **Indirect Interest**	3,500,000 Nil
No of securities held prior to change	**3,500,000**
Date of change	8 August 2005
Class	options over unissued ordinary shares
Number acquired	N/a
Number disposed of – Direct Interest	(500,000)
Nature of Change	Exercised 500,000 options issued 31/12/01
Value/Consideration	$16.48 exercise price
Number of securities held after change **Direct Interest** **Indirect Interest** **Total of Interest**	 3,000,000 Nil **3,000,000**

Part 2 – Change of director's interests in contracts - Nil

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John Priestley
Company Secretary
Australia and New Zealand Banking Group Limited
9 August 2005