22 February 2013

Company Announcements
Australian Securities Exchange
Level 4
20 Bridge Street
Sydney NSW 2000

Appendix 3Y – Share Transaction by Mr Michael Smith

The attached Appendix 3Y refers to the sale by Mr Michael Smith, ANZ's Chief Executive Officer of 102,000 ANZ ordinary shares on 19 February 2013.

The sale of ordinary shares by Mr Smith has been made in order to meet forthcoming Australian tax obligations.

Following this transaction, Mr Smith remains a significant shareholder in ANZ with an interest in 1,410,445 ANZ ordinary shares and continues to hold 908,398 ANZ Performance Rights.

Yours faithfully

John Priestley
Company Secretary
Australia and New Zealand Banking Group Limited

Company Secretary's Office
ANZ Centre Melbourne, Level 9, 833 Collins Street, Docklands Vic 3008
GPO Box 254, MELBOURNE VIC 3001 AUSTRALIA
www.anz.com

Rule 3.19A.2

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

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

We Australia and New Zealand Banking Group Limited give 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 Michael Roger Pearson Smith
Date of last notice	21 December 2012

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<u>Ordinary Shares:</u>

Direct or indirect interest	Direct – 1,403,048 Indirect – 109,397
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. ANZEST Pty Ltd - ANZ Employee Share Acquisition Plan	Ordinary shares 109,397
Date of change	19 February 2013
No. of securities held prior to change	**<u>1,512,445</u>**
Class	Ordinary shares
Number acquired	N/A
Number disposed of (direct)	Ordinary shares 102,000
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	102,000 Ordinary shares disposed of at an average price of $28.4076 per Ordinary share

+ See chapter 19 for defined terms.

No. of securities held after change Direct – Decreased (by 102,000) Indirect – Unchaged Total of interest	1,301,048 109,397 **1,410,445**
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On market trade

Options over unissued ordinary shares:

Direct or indirect interest	Direct – 908,398 Indirect - Nil
Date of change	N/A
No. of securities held prior to change	**908,398**
Class	Options over unissued Ordinary shares
Number acquired	N/A
Number disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	N/A
No. of securities held after change Direct – Unchanged Indirect - Unchanged	908,398 Nil
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	N/A

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

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

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John Priestley
Company Secretary
Australia and New Zealand Banking Group Limited
22 February 2013

+ See chapter 19 for defined terms.