



28 February 2014

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

Appendix 3Y – Share Transactions by Michael Smith

The attached Appendix 3Y refers to the recent sale by Michael Smith, ANZ's Chief Executive Officer of 545,000 ANZ ordinary shares.

The sale of ordinary shares by Mr Smith was undertaken to provide for personal taxation payments to the Australian Taxation Office, to reflect a family transfer of ANZ shares and to assist with a long-term property purchase in Australia.

Mr Smith continues to be a significant ANZ shareholder with a personal shareholding of 932,826 ANZ ordinary shares and 856,320 ANZ Performance Rights.

Yours faithfully

John Priestley
Company Secretary
Australia and New Zealand Banking Group Limited

Company Secretary's Office
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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	20 December 2013

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.

Ordinary Shares:

Direct or indirect interest	Direct – 1,376,868 Indirect – 100,958
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 100,958
Date of change	(i) 21 February 2014 (date of on-market trade) (ii) 24 February 2014 (date off-market trade registered)
No. of securities held prior to change	<u>1,477,826</u>
Class	Ordinary shares
Number acquired	N/A
Number disposed (direct)	Ordinary shares 545,000

+ See chapter 19 for defined terms.

Appendix 3Y

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Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(i) 475,000 Ordinary Shares disposed of at an average price of \$31.8534 per Ordinary Share. (ii) 70,000 Ordinary Shares disposed of at an average price of \$31.60 per Ordinary Share.
No. of securities held after change Direct – Decreased (by 545,000) Indirect – Unchanged Total of interest	831,868 100,958 <u>932,826</u>
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	(i) On-market trade. (ii) Off-market trade.

Options over unissued ordinary shares:

Direct or indirect interest	Direct – 856,320 Indirect - Nil
Date of change	N/A
No. of options held prior to change	856,320
Class	Options over unissued Ordinary shares
Number of options acquired	N/A
Number of options disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	N/A
No. of options held after change Direct – Unchanged Indirect - Unchanged	856,320 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

+ See chapter 19 for defined terms.

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Company Secretary
Australia and New Zealand Banking Group Limited
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