Series No.: 2009-7

Tranche No.: 3

Westpac Banking Corporation
(ABN 33 007 457 141)

Debt Issuance Programme

Issue of
A$225,000,000 Senior Fixed Rate Medium Term Notes due November 2016
("Notes")
(to be consolidated to form a single series with the A$1,400,000,000 Senior Fixed Rate Medium Term Notes due November 2016 and A$70,000,000 Senior Fixed Rate Medium Term Notes due November 2016)

The date of this Supplement is 5 July 2012.

This Supplement (as referred to in the Information Memorandum dated 8 November 2011 in relation to the above Programme ("**2011 Information Memorandum**")) relates to the Tranche of Notes referred to above. It is supplementary to, and should be read in conjunction with the Note Deed Poll dated 15 January 2007 made by Westpac Banking Corporation ("**Deed Poll**") and the 2011 Information Memorandum, except that the terms and conditions applicable to the Notes are as set forth in the Information Memorandum dated 10 June 2009 ("**2009 Information Memorandum**") (as amended and supplemented by this supplement) and the Note Conditions in the 2011 Information Memorandum are to be disregarded.

This Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation, and no action is being taken to permit an offering of the Notes or the distribution of this Supplement in any jurisdiction where such action is required.

Terms used but not otherwise defined in this Supplement have the meaning given in the applicable Conditions set forth in the 2009 Information Memorandum.

The particulars to be specified in relation to the Tranche of Notes referred to above are as follows:

1	**Issuer**	:	Westpac Banking Corporation (ABN 33 007 457 141)
2	**Lead Manager**	:	Westpac Banking Corporation (ABN 33 007 457 141)
3	**Relevant Dealers**	:	Westpac Banking Corporation

			(ABN 33 007 457 141)
4	**Registrar and Australian Paying Agent**	:	BTA Institutional Services Australia Limited (ABN 48 002 916 396)
5	**Calculation Agent**	:	BTA Institutional Services Australia Limited (ABN 48 002 916 396)
6	**Issuing and Paying Agent (Offshore)**	:	Not applicable
7	**If to form a single Series with an existing Series, specify date on which all Notes of the Series become fungible, if not the Issue Date**	:	Issue Date
8	**Status of the Notes (Condition 4)**	:	Unsubordinated. Condition 4A applies
9	**Currency**	:	Australian Dollars ("A$")
10	**Aggregate Principal Amount of Tranche**	:	A$225,000,000
11	**If interchangeable with existing Series, Series No.**	:	Series 2009-7
12	**Issue Date**	:	9 July 2012
13	**Issue Price**	:	110.159 per cent. per Denomination including accrued interest
14	**Commissions Payable**	:	As per the subscription agreement dated 5 July 2012 between the Issuer, the Dealer and the Lead Manager
15	**Selling Concession**	:	Not applicable
16	**Purchase Price**	:	A$110,159 fully paid per Denomination
17	**Denomination (Condition 2.5)**	:	A$100,000 The minimum aggregate consideration for offers or transfers of the Notes must be at least A$500,000 (disregarding moneys lent by the transferor or its associates to the transferee), unless the offer or invitation resulting in the transfer does not otherwise require disclosure to investors in accordance with Part 6D.2 of the Corporations Act 2001 of Australia
**	**Partly Paid Instruments (Condition 2.4)**	:	No
18	**Type of Note**	:	Fixed Rate Notes
19	**If interest-bearing, specify which of Conditions 5.2 (fixed rate), 5.3 (floating rate) or (index-linked interest) or 5.4 (other rates) is applicable, and then specify the matters required for the relevant Condition, namely**	:	Condition 5.2 applies

20	**Condition 5.2 for Fixed Rate Notes**	:	Applicable
	Fixed Coupon Amount (Condition 5.2)	:	Not applicable
	Interest Rate (Condition 5.2)	:	7.25 per cent. per annum payable semi-annually in arrear
	Interest Commencement Date, if not Issue Date (Condition 5.2)	:	18 May 2012
	Interest Payment Dates (Condition 5.5(a))	:	18 May and 18 November of each year commencing on 18 November 2012 to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention specified below
	Day Count Fraction (Condition 5.2)	:	Australian Bond Basis
	Initial Broken Amount (Condition 5.2)	:	Not applicable
	Final Broken Amount (Condition 5.2)	:	Not applicable
	Applicable Business Day Convention		
	- for Interest Payment Dates	:	Modified Following Business Day Convention
	- for Interest Period End Dates	:	Not applicable
	- for Maturity Date	:	Modified Following Business Day Convention
	- any other date	:	Not applicable
21	**Condition 5.3 for Floating Rate Notes**	:	Not applicable
22	**Condition 5.4 for other rates**	:	Not applicable
23	**Accrual of interest**	:	Not applicable
24	**Default Rate**	:	Not applicable
25	**Overdue Rate**	:	Not applicable
26	**Zero Coupon Notes**	:	Not applicable
27	**Reference Price**	:	Not applicable
28	**Maturity Date (Condition 6.1)**	:	18 November 2016, subject to adjustment in accordance with the Business Day Convention specified in paragraph 20

29	**Maturity Redemption Amount (Condition 6.1)**	:	100 per cent. of the Outstanding Principal Amount of the Note
30	**Early Redemption Amount (Call)**		
	Specify if Condition 6.4 is applicable	:	Not applicable
31	**Early Redemption Amount (Tax)**		
	Specify if Condition 6.3 is applicable	:	Condition 6.3 applies
	Specify any relevant conditions to exercise of option	:	Not applicable
	If Early Redemption Amount (Tax) is not the Outstanding Principal Amount together with accrued interest (if any) thereon of the Notes, insert amount or full calculation provisions	:	100 per cent. of the Outstanding Principal Amount of the Note
	Specify if Holders are not to receive accrued interest on early redemption for tax reasons	:	Not applicable
32	**Early Redemption Amount (Put)**		
	Specify if Condition 6.5 is applicable	:	Not applicable
33	**Early Redemption Amount (Loss of Deductibility)**		
	Specify if Condition 6.6 is applicable	:	Not applicable
34	**Early Redemption Amount (Regulatory Reasons)**		
	Specify if Condition 6.7 is applicable	:	Not applicable
35	**Early Redemption Amount (Default) (Condition 7B.3)**	:	Not applicable
36	**Redemption of Zero Coupon Notes**	:	Not applicable
37	**Deed Poll**	:	Note Deed Poll dated 15 January 2007
38	**Taxation**	:	Condition 8.8 applies
39	**Other relevant terms and conditions**	:	Not applicable
40	**ISIN**	:	AU000WBCHAL6
41	**Common Code**	:	046777565
42	**Common Depository**	:	Not applicable

43	**Austraclear Number**	:	WP2084
44	**Any Clearing System other than Euroclear / Clearstream Austraclear**	:	Not applicable
**	**Settlement procedures**	:	Customary medium term note settlement and payment procedures apply
45	**U.S. selling restrictions**	:	As set out in the 2011 Information Memorandum
46	**Distribution of Information Memorandum**	:	As set out in the 2011 Information Memorandum
47	**Other selling restrictions**	:	As set out in the 2011 Information Memorandum
48	**Australian interest withholding tax**	:	The Issuer intends to issue Notes in a manner consistent with the public offer test set out in section 128F(3) of the Income Tax Assessment Act 1936 of Australia (the "**Tax Act**"). If the requirements of section 128F of the Tax Act are not satisfied, Condition 8.8 will be applicable, and accordingly the Issuer will be obliged to pay Additional Amounts in accordance with Condition 8.8. See also the section of the 2011 Information Memorandum entitled "Australian Taxation".
49	**Transaction Documents**	:	Not applicable
50	**Listing**	:	It is intended that the Notes will be quoted on the Australian Securities Exchange
51	**Events of Default (Condition 7)**	:	Condition 7A applies
52	**Additional or alternate newspapers**	:	Not applicable
53	**Stabilisation Manager**	:	Not applicable
54	**Other amendments**	:	Not applicable
55	**Additional Australian Taxation**	:	Not applicable
56	**Other disclosure**	:	As set out in the 2011 Information Memorandum

CONFIRMED

For and on behalf of
Westpac Banking Corporation

By: ....

Name. Alexander Bischoff

Position. Associate Director

Date: 5 July 2012