

Company Secretariat



BHP Billiton Limited
180 Lonsdale Street
Melbourne Victoria 3000 Australia
GPO Box 86A
Melbourne Victoria 3001 Australia

11 October 2004

Tel +61 1300 55 47 57
Fax +61 3 9609 3015
www.bhpbilliton.com

To: Australian Stock Exchange

London Stock Exchange

cc: New York Stock Exchange
Swiss Stock Exchange
Johannesburg Stock Exchange
Deutsche Bank

**Notification of Change of Interests of Directors and Connected Persons
(Australian Stock Exchange Listing Rules Appendix 3Y)**

Name of entities	BHP Billiton Limited	BHP Billiton Plc
	ABN 49 004 028 077	REG NO 3196029

As part of a dual listed company structure, the Group voluntarily notifies all stock exchanges on which either BHP Billiton Plc or BHP Billiton Limited have primary or secondary listings, all those interest of directors of both entities in the securities of both entities (and changes to those interests) which are required to be disclosed under the Australian Stock Exchange (ASX) Listing Rules, the Listing Rules of the United Kingdom Listing Authority, the Australian Corporations Act, the United Kingdom Companies Act and the Group's Securities Dealing Code.

We (the entities) advise the following information under ASX Listing Rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Australian Corporations Act and otherwise in accordance with the foregoing policy.

Name of director	Mr M Salamon
Date of last notice	25 November 2003

Part 1 – Change of director’s relevant interests in securities

Included in this Part are:

- in the case of a trust, interests in the trust made available by the responsible entity of the trust;
- details of the circumstance giving rise to the relevant interest;
- details and estimated valuation if the consideration is non-cash; and
- changes in the relevant interest of Connected Persons of the director.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder)	-
Date of change	8 October 2004
No. of securities held prior to change	21 849
Class	Ordinary shares of US\$0.50 of BHP Billiton Plc
Number acquired	178 347
Number disposed	—
Value/Consideration	N/A
No. of securities held after change	200 196
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Acquisition as a consequence of shares vesting on 8 October 2004 from the BHP Billiton Plc Restricted Share Scheme.
Any additional information	<p>Mr Salamon has an indirect interest in 955 433 shares of BHP Billiton Plc. The registered holders are KB (CI) Nominees Limited and Gardenview Nominees (Pty) Limited as trustees of trusts in which Mr Salamon is a potential beneficiary.</p> <p>There is no change to report to the above holdings.</p> <p>Mr Salamon as an Executive Director also has a notifiable interest under United Kingdom legislation in 3 746 937 shares of BHP Billiton Plc, being the balance of shares held by Billiton ESOP Trustee Limited as trustee of the Billiton Employee Share Ownership Trust.</p>

Part 2 – Change of director’s interests in contracts other than as described in Part 3

Included in this Part are:

- only details of a contract in relation to which the interest has changed; and
- details and estimated valuation if the consideration is non-cash.

Detail of contract	—
Nature of interest	—
Name of registered holder (if issued securities)	—
No. and class of securities to which interest related prior to change	—
Interest acquired	—
Interest disposed	—
Value/Consideration	—
Interest after change	—

Part 3 – Change of director’s interests in options or other rights granted by the entities

Included in this Part are only details of options or other rights granted which have changed, save for the total number of securities over which options or other rights are held following this notification.

Date of grant	—
Period during which or date on which exercisable	—
Total amount paid (if any) for the grant	—
Description of securities involved: class; number	—
Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise	—

Part 3 – Change of director’s interests in options or other rights granted by the entities (cont’d)

<p>Total number of securities over which options or other rights held at the date of this notice</p>	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 15%; text-align: right;">0</td> <td>- maximum number of shares in BHP Billiton Plc under the Restricted Share Scheme</td> </tr> <tr> <td style="text-align: right;">95 295</td> <td>- shares in BHP Billiton Plc under the Co-Investment Plan</td> </tr> <tr> <td style="text-align: right;">282 762</td> <td>- Performance Shares in BHP Billiton Plc under the Group Incentive Scheme</td> </tr> <tr> <td style="text-align: right;">89 056</td> <td>- maximum number of Deferred Shares in BHP Billiton Plc under the Group Incentive Scheme</td> </tr> <tr> <td colspan="2"><hr style="width: 20%; margin-left: 0;"/></td> </tr> <tr> <td style="text-align: right;">467 113</td> <td>Total</td> </tr> </table>	0	- maximum number of shares in BHP Billiton Plc under the Restricted Share Scheme	95 295	- shares in BHP Billiton Plc under the Co-Investment Plan	282 762	- Performance Shares in BHP Billiton Plc under the Group Incentive Scheme	89 056	- maximum number of Deferred Shares in BHP Billiton Plc under the Group Incentive Scheme	<hr style="width: 20%; margin-left: 0;"/>		467 113	Total
0	- maximum number of shares in BHP Billiton Plc under the Restricted Share Scheme												
95 295	- shares in BHP Billiton Plc under the Co-Investment Plan												
282 762	- Performance Shares in BHP Billiton Plc under the Group Incentive Scheme												
89 056	- maximum number of Deferred Shares in BHP Billiton Plc under the Group Incentive Scheme												
<hr style="width: 20%; margin-left: 0;"/>													
467 113	Total												
<p>Any additional information</p>	<p>This notification is in respect of BHP Billiton Plc Restricted Share Scheme and Co-Investment Plan.</p> <p>The performance conditions attached to the BHP Billiton Plc Restricted Share Scheme were met at the end of the first performance period and consequently, a total of 178,347 shares vested on 8 October 2004. The remaining 19,816 shares lapsed on the same day.</p> <p>The first performance period in respect of BHP Billiton Plc Co-Investment Plan Awards ended on 30 September 2003. Based on the performance measured at the end of the first performance period, 60% out of a maximum of 80% Matching Shares were capable of vesting. The remaining 20% lapsed. Correspondingly, the maximum that can vest at the end of the second performance period has also been reduced, resulting in a total of 11,911 Matching Shares lapsed. Mr Salamon did not elect to leave the Co-Investment Plan at the end of the first performance period and will remain in the Plan until October 2005.</p> <p>Mr Salamon also holds awards of Deferred and Performance Shares under the Group Incentive Scheme.</p>												

Part 4 – Contact details

Name of authorised officers responsible for making this notification on behalf of the entities	Mr R V Taylor – BHP Billiton Limited Ms E A Hobley – BHP Billiton Plc
Contact details	Mr R V Taylor Tel: +61 3 9609 3265 Fax: +61 3 9609 4372 Ms E A Hobley Tel: +44 20 7802 4054 Fax: +44 20 7802 3054