



5 September 2005

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To: Australian Stock Exchange

London Stock Exchange

cc: New York Stock Exchange
Swiss Stock Exchange
JSE Securities Exchange SA
Deutsche Bank
UBS Zurich

**Notification of Change of Interests of Directors and Persons Discharging
Managerial Responsibilities and Connected Persons
(Australian Stock Exchange Listing Rules Appendix 3Y)
(Listing Rules & Disclosure Rules of the UK Listing Authority)**

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 interests of directors and persons discharging managerial responsibilities 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 and Disclosure 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, the UK Listing Authority Disclosure Rule 3.1.4 and as agent for the director / person discharging managerial responsibilities for the purposes of section 205G of the Australian Corporations Act and in accordance with the Group's Securities Dealing Code.

Name of director / person discharging managerial responsibilities	Mr C W Goodyear
Date of last notice	31 August 2005
Date issuer informed of transaction	1 September 2005
Date and place of transaction	2 September 2005 (place of transaction not applicable)

Part 1 – Change of 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 and/or person discharging managerial responsibilities.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder and the identity of a Connected Person if applicable)	—
No. of securities held prior to change	663,403
Class	Ordinary shares in BHP Billiton Limited
Number acquired	208,247 (following exercise of 180,154 Group Incentive Scheme Performance Shares and 28,093 Group Incentive Scheme Deferred Shares)
Number disposed	—
Value/Consideration	Nil
No. of securities held after change	871,650
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Exercise of Performance Shares and Deferred Shares
Any additional information	Mr Goodyear has an indirect interest in shares of BHP Billiton Limited held in the form of 41,302 American Depositary Shares. The registered holder is Cede and Company, and they are held on behalf of Mr Goodyear as beneficial owner. Mr Goodyear has an indirect interest in shares of BHP Billiton Plc held in the form of 1,000 American Depositary Shares. The registered holder is Cede and Company, and they are held on behalf of Mr Goodyear and his wife as beneficial joint owners. Mr Goodyear as an Executive Director also has a notifiable interest under United Kingdom legislation in 120,894 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.

Part 2 – Change of 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 (including the identity of a Connected Person if applicable)	—
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	—
No. and class of securities to which interest related after the change	—

Part 3 – Change of 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	—
Total number of securities over which options or other rights held at the date of this notice	1 575 188 - 1 021 338 maximum number of options (840,725 vested and 180,613 unvested) under the PSP and GIS over 1 575 188 ordinary shares of BHP Billiton Limited

	15 716 - 14 660 Vested Performance Rights under the PSP to 15 716 ordinary shares of BHP Billiton Limited 112 375 - maximum number of GIS Performance Shares (ordinary shares of BHP Billiton Limited) 44,601 - GIS Deferred Shares (ordinary shares of BHP Billiton Limited) 500 000 - maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the LTIP 2 247 880 Total
Any additional information	This notification is in respect of the exercise of vested Performance Shares and Deferred Shares under the BHP Billiton Limited Group Incentive Scheme (GIS) (See Part 1).

Part 4 – Contact details

Name of authorised officers responsible for making this notification on behalf of the entities	Mr S A Butcher – BHP Billiton Limited Ms E A Hobley – BHP Billiton Plc
Contact details	Mr S A Butcher Tel: +61 3 9609 3323 Fax: +61 3 9609 4372 Ms E A Hobley Tel: +44 20 7802 4054 Fax: +44 20 7802 3054