



7 December 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 M Salamon
Date of last notice	2 September 2005
Date issuer informed of transaction	5 December 2005
Date and place of transaction	5 December 2005 (place of transaction not applicable)

BHP Billiton Limited is a member of the BHP Billiton group which is headquartered in Australia
Registered Office: 180 Lonsdale Street, Melbourne Victoria 3000 Australia
ABN 49 004 028 077
Registered in Australia

BHP Billiton Plc is a member of the BHP Billiton group which is headquartered in Australia
Registered Office: Neathouse Place
London SW1V 1BH UK
Registered in London

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	—
Nature of indirect interest (including registered holder and the identity of a Connected Person if applicable)	—
No. of securities held prior to change	—
Class	—
Number acquired	—
Number disposed	—
Value/Consideration	—
No. of securities held after change	—
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	—
Any additional information	Mr Salamon has a direct interest in 21,849 ordinary shares in BHP Billiton Plc. Mr Salamon has an indirect interest in 1,227,012 ordinary shares of BHP Billiton Plc. The registered holders are Gardenview Nominees (Pty) Ltd and KB (CI) Nominees Ltd. There is no change to report to the above holdings. Mr Salamon as an Executive Director also has a notifiable interest under United Kingdom legislation in 270,802 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 (including total percentage holding)	—
Interest acquired	—
Interest disposed	—
Value/Consideration	—
Interest after change	—
No. and class of securities to which interest related after the change (including total percentage holding)	—

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	5 December 2005
Period during which or date on which exercisable	• Performance Shares – August 2010 to August 2015 • Deferred Shares – August 2007 to August 2010
Total amount paid (if any) for the grant	—
Description of securities involved: class; number (including percentage of issued holding)	• 300 000 Performance Shares under the Long Term Incentive Plan (LTIP) • 73 743 Deferred Shares under the Group Incentive Scheme (GIS)
Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise	Nil

Total number of securities over which options or other rights held at the date of this notice (including total percentage holding)	<table> <tr> <td>89 056</td><td>maximum number of GIS Performance Shares (ordinary shares of BHP Billiton Plc)</td></tr> <tr> <td>153 894</td><td>maximum number of GIS Deferred Shares (ordinary shares of BHP Billiton Plc)</td></tr> <tr> <td>95 295</td><td>shares in BHP Billiton Plc under the Co-Investment Plan</td></tr> <tr> <td>600 000</td><td>maximum number of Performance Shares (ordinary shares of BHP Billiton Plc) under the LTIP</td></tr> <tr> <td>-----</td><td></td></tr> <tr> <td>938 245</td><td>Total</td></tr> </table>	89 056	maximum number of GIS Performance Shares (ordinary shares of BHP Billiton Plc)	153 894	maximum number of GIS Deferred Shares (ordinary shares of BHP Billiton Plc)	95 295	shares in BHP Billiton Plc under the Co-Investment Plan	600 000	maximum number of Performance Shares (ordinary shares of BHP Billiton Plc) under the LTIP	-----		938 245	Total
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600 000	maximum number of Performance Shares (ordinary shares of BHP Billiton Plc) under the LTIP												

938 245	Total												
Any additional information	This change is the award of Performance Shares under the LTIP and Deferred Shares under the GIS following the approval by shareholders on 25 November 2005.												

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