



The new name for
Mercantile Mutual

*'Mercantile Mutual, member of the ING Group
since 1982, has changed its name to ING.'*

ING Australia Holdings Limited
ACN 008 459 596

GPO Box 3938 Sydney 2001
DX 10110 S.S.E.

347 Kent Street
Sydney NSW 2000

Telephone (02) 9234 8111
Facsimile (02) 9299 1446

Company Sydney Stock Exchange
Facsimile Number 1900 999 279
Attention Manager Companies
cc:
From Steve Rouvray
Date 3 November 2004
Number of pages including this page
If all pages are not received please telephone 02 9234 8403
Subject FORM 604

Dear Sir

Attached please find Form 604 change in interests or entitlements of
Substantial Shareholder in relation to Aristocrat Leisure Limited.

Yours faithfully

S.S. Rouvray
Secretary



ING Australia Holdings Limited
ACN 008 459 596

GPO Box 3938 Sydney 2001
DX 10110 S.S.E.

347 Kent Street
Sydney NSW 2000

Telephone (02) 9234 8111
Facsimile (02) 9299 1446

3 November 2004

The Secretary
Aristocrat Leisure Limited
71 Longueville Road
LANE COVE NSW 2066

Fax: 9420 1352

Dear Sir

Enclosed please find Form 604 notice of change in interests or entitlements of
Substantial Shareholder.

Yours faithfully

S.S. Rouvray
Secretary

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holderTo: Company Name/Scheme Aristocrat Leisure Limited

ACN/ARSN _____

1. Details of substantial holder(1)

Name ING Australia Holdings Limited and related companies
 ACN/ARSN (if applicable) 008 459 596

There was a change in the interests of the
 substantial holder on 25 /10 /2004

The previous notice was given to the company on 25 /08 /2004

The previous notice was dated 27 /08 /2004

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
ordinary shares	24610098	5.16%	29771111	6.23%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
	Refer Annexure	B			

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (9)	Class and number of securities	Person's votes
	Refer Annexure C				

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (5) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

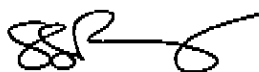
Name	Address
	Refer Annexure 3

Signature

print name S S ROUVRAY

capacity SECRETARY

sign here



date 02 / 11 / 2004

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 571B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE 'B'

Changes in relevant interests

This is the annexure marked 'B' of 2-page^s referred to in the Notice of a Change of Interests of Substantial Holder on 03.11.04



S S Rouvray
Secretary, ING Australia Holdings Limited

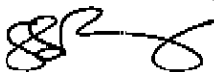
Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's Votes affected
6/10/2004	ANZ	Buy of Units on ASX	5000	4274	4274
6/10/2004	ANZ	Buy of Units on ASX	5000	4274	4274
20/09/2004	ANZ	Buy of Units on ASX	1025050	800000	800000
6/10/2004	ANZ	Buy of Units on ASX	5000	4274	4274
20/09/2004	ANZ	Buy of Units on ASX	128131	100000	100000
6/10/2004	ANZ	Buy of Units on ASX	5000	4274	4274
6/10/2004	INGIM	Buy of Units on ASX	5000	4274	4274
6/10/2004	INGIM	Buy of Units on ASX	5000	4274	4274
12/10/2004	INGIM	Buy of Units on ASX	57287	45000	45000
20/09/2004	INGIM	Buy of Units on ASX	258255	200000	200000
5/10/2004	INGIM	Buy of Units on ASX	5000	4274	4274
12/10/2004	INGIM	Buy of Units on ASX	190881	150000	150000
20/09/2004	INGFM	Buy of Units on ASX	64066	50000	50000
6/10/2004	INGFM	Buy of Units on ASX	5000	4274	4274
6/10/2004	INGFM	Buy of Units on ASX	5000	4274	4274
1/10/2004	INGNZAJ	Buy of Units on ASX	18070	14200	14200
15/09/2004	ANZMI	Sale of Units on ASX	11436	-9005	-9005
6/10/2004	ANZMI	Buy of Units on ASX	5000	4274	4274
15/09/2004	ANZMI	Sale of Units on ASX	17151	-13505	-13505
6/10/2004	ANZMI	Buy of Units on ASX	5000	4274	4274
15/09/2004	ANZMI	Sale of Units on ASX	23501	-18505	-18505
6/10/2004	ANZMI	Buy of Units on ASX	5000	4274	4274
15/09/2004	ANZMI	Buy of Units on ASX	52089	41015	41015
6/10/2004	ANZMI	Buy of Units on ASX	5000	4274	4274
6/10/2004	INGIM	Buy of Units on ASX	5000	4274	4274
6/10/2004	INGIM	Buy of Units on ASX	5000	4274	4274
6/10/2004	ANZ	Buy of Units on ASX	5000	4274	4274
6/10/2004	ANZ	Buy of Units on ASX	5000	4274	4274
6/10/2004	INGIM	Buy of Units on ASX	5000	4274	4274
6/10/2004	INGIM	Buy of Units on ASX	5000	4274	4274
6/10/2004	INGFM	Buy of Units on ASX	5000	4274	4274
6/10/2004	INGFM	Buy of Units on ASX	5000	4274	4274
6/10/2004	INGFM	Buy of Units on ASX	5000	4274	4274
6/10/2004	INGFM	Buy of Units on ASX	5000	4274	4274
6/10/2004	INGNZAJ	Buy of Units on ASX	5000	4274	4274
6/10/2004	ANZMI	Buy of Units on ASX	5000	4274	4274
6/10/2004	ANZMI	Buy of Units on ASX	5000	4274	4274
6/10/2004	ANZMI	Buy of Units on ASX	5000	4274	4274
6/10/2004	ANZMI	Buy of Units on ASX	5000	4274	4274
6/10/2004	ANZMI	Buy of Units on ASX	5000	4274	4274
6/10/2004	ANZMI	Buy of Units on ASX	5000	4274	4274
13/09/2004	INGREIMA	Buy of Units on ASX	3181350	2500000	2500000
15/09/2004	INGREIMA	Buy of Units on ASX	401345	315389	315389
16/09/2004	INGREIMA	Buy of Units on ASX	216245	169932	169932
16/09/2004	INGREIMA	Buy of Units on ASX	2236891	1744083	1744083
17/09/2004	INGREIMA	Buy of Units on ASX	787798	618075	619075
20/09/2004	INGREIMA	Buy of Units on ASX	597165	469286	469286
21/09/2004	INGREIMA	Buy of Units on ASX	166339	130714	130714
22/09/2004	INGREIMA	Buy of Units on ASX	850	511	511
23/09/2004	INGREIMA	Buy of Units on ASX	1363592	1087782	1087782
30/09/2004	INGREIMA	Buy of Units on ASX	408070	320674	320674
1/10/2004	INGREIMA	Buy of Units on ASX	572643	450000	450000
4/10/2004	INGREIMA	Buy of Units on ASX	19553	15365	15365
5/10/2004	INGREIMA	Buy of Units on ASX	329141	258649	258649
6/10/2004	INGREIMA	Buy of Units on ASX	636270	500000	500000
11/10/2004	INGREIMA	Buy of Units on ASX	1554302	1300000	1300000
14/10/2004	INGREIMA	Buy of Units on ASX	1542817	1202764	1202764
14/10/2004	INGREIMA	Buy of Units on ASX	910874	710200	710200
15/10/2004	INGREIMA	Buy of Units on ASX	3987118	3100000	3100000

ANNEXURE 'C'

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Parent's total
ING Group	ANZ Managed Investments Limited CA-ANZ Nominees Limited	ANZ Managed Investments Limited as Responsible Entity	Full beneficial ownership pursuant to Section 808(1) of the Corporations Act	4,320,818	4,320,818
ING Group	ANZ Nominees Limited LFG Holdings Pty Ltd	ANZ Nominees Limited LFG Holdings Pty Ltd as Responsible Entity	As above	12857560	12857560
ING Group	ANZ Nominees Limited Custodian for Indigenous Land Corporation	ING Investment Management Limited as Responsible Entity	As above	48737	48737
ING Group	Clifcorp Nominees Pty Limited Commonwealth Cash Fund 4	ING Investment Management Limited as Responsible Entity	As above	0	0
ING Group	Clifcorp Nominees Pty Limited as Custodian for Commonwealth Australia Share Fund 5	ING Investment Management Limited as Responsible Entity	As above	741845	741845
ING Group	Clifcorp Nominees Pty Limited Custodian for Commonwealth Fixed Interest Fund 7	ING Investment Management Limited as Responsible Entity	As above	0	0
ING Group	Clifcorp Nominees Pty Limited as Custodian for Commonwealth Property Fund 9	ING Investment Management Limited as Responsible Entity	As above	0	0
ING Group	Clifcorp Nominees Pty Limited Custodian for ANP Capital Investors	ING Investment Management Limited as Responsible Entity	As above	1,056,708	1,056,708
ING Group	Cogent Nominees Pty Limited Custodian for Aust. Portfolio Managers	ING Investment Management Limited as Responsible Entity	As above	874802	874802
ING Group	Cogent Nominees Pty Limited Custodian for Workers Compensation	Cogent Nominees Pty Limited Custodian as Responsible Entity	As above	1448223	1448223
ING Group	ING Corporate Services Pty Limited	ING Corporate Services Pty Limited as Responsible Entity	As above	0	0
ING Group	ING Real Estate International Investments III BV	ING Real Estate International Investments as Responsible Entity	As above	0	0
ING Group	ING Real Estate Investment Management Australia Pty Limited	ING Management Limited as Responsible Entity	As above	0	0
ING Group	J P Morgan Nominees Australia Limited Custodian for Blue Chip Pool	ING Funds Management Limited as Responsible Entity	As above	1863294	1863294
ING Group	J P Morgan Nominees Australia Limited Custodian for Pooled Australia Share Fund	ING Funds Management Limited as Responsible Entity	As above	6720294	5728294
ING Group	J P Morgan Nominees Australia Limited Custodian for Pooled Property Fund	ING Funds Management Limited as Responsible Entity	As above	0	0
ING Group	J P Morgan Nominees Australia Limited Custodian for Price Credit Pool Fund	ING Funds Management Limited as Responsible Entity	As above	0	0
ING Group	J P Morgan Nominees Australia Limited Custodian for Resources Opportunity Trust	ING Funds Management Limited as Responsible Entity	As above	0	0
ING Group	J P Morgan Nominees Australia Limited Custodian for Sisters of Charity	ING Investment Management Limited as Responsible Entity	As above	0	0
ING Group	J P Morgan Nominees Australia Limited Custodian for Small Companies Growth Trust Fund	ING Funds Management Limited as Responsible Entity	As above	0	0
ING Group	J P Morgan Nominees Australia Limited Custodian for Small Companies Pool	ING Funds Management Limited as Responsible Entity	As above	0	0
ING Group	J P Morgan Nominees Australia Limited Custodian for Sustainable Investment Wholesale Australia Share Trust	ING Funds Management Limited as Responsible Entity	As above	0	0
ING Group	JP Morgan Nominees Australia Limited Custodian for Sydney Diocesan Stewardship Fund	ING Investment Management Limited as Responsible Entity	As above	0	0
ING Group	J P Morgan Nominees Australia Limited Custodian for Tax Effective Income Fund	ING Funds Management Limited as Responsible Entity	As above	0	0
ING Group	J P Morgan Nominees Australia Limited Custodian for Pooled Fixed Interest Fund	ING Funds Management Limited as Responsible Entity	As above	0	0
ING Group	National Nominees Limited Custodian for RJI National	ING Investment Management Limited as Responsible Entity	As above	311163	311163
ING Group	National Nominees Limited Custodian for German Super United Property Fund	ING Investment Management Limited as Responsible Entity	As above	0	0
ING Group	Premier Nominees as Custodian for ANZ	ING Investment Management Limited as Responsible Entity	As above	103315	103315
ING Group	Premier Nominees Limited CA- Armstrong Jones (New Zealand)	Pacific Mutual Australia Limited as Responsible Entity	As above	0	0
ING Group	RBC Global Services Australia Nominees Pty Ltd Custodian for Navigator Australia Limited	ING Investment Management Limited as Responsible Entity	As above	107250	107250
ING Group	ING Group	ING Investment Management Limited as Responsible Entity	As above	220100	220100
ING Group	ING Group	ING Investment Management Limited as Responsible Entity	As above	220100	220100

29,771,111 29,771,111

This is the annexure marked C of 2 pages referred to in the Notice of a Change of Interests of Substantial Shareholder signed by me and dated 03-11-04



S. Rouvray
Secretary

ANNEXURE 'C'

ING Group

Name	Address	Abbreviation*
ING Groep N.V. and its related bodies corporate	ING House, Armstelvenseweg 500 1081 KL Amsterdam Netherlands	ING Group
ING Australia Holdings Limited	Level 1, 347 Kent Street Sydney NSW 2000	ING Holdings
ING Investment Management Limited (Formerly Mercantile Mutual Investment Management Limited)	Level 1, 347 Kent Street Sydney NSW 2000	ING Investment Management
ING Management Limited	Level 6, 345 George Street, Sydney NSW 2000	ING Management Limited
ING Real Estate International Investments III BV	ING Real Estate International Schenkard 85 The Netherlands	ING Real Estate Investment Management Australia Pty Limited
ANZ Managed Investments C/- ANZ Nominees	GPO Box 2842AA, Melbourne VIC 3001	ANZ Nominees
ANZ Nominees Limited	GPO Box 2842AA, Melbourne VIC 3001	ANZ Nominees
Cogent Nominees Pty Limited	Cogent Nominees Pty Limited PO Box R209 Royal Exchange NSW 1225	Cogent Nominees Pty Limited (BNP Nominees)
Chase Manhattan Nominees Limited	Locked Bag 7 Royal Exchange Sydney NSW 2001	Chase Manhattan Nominees Limited
Citicorp Nominees Pty Limited	GPO Box 764G Melbourne VIC 3001	Citicorp Nominees
CBA Custodial Services	PO Box 4122 Sydney NSW 2001	CBA Custodial Services
National Nominees Limited	Level 5 South 271 Collins Street Melbourne VIC 3000	National Nominees Limited
Permanent Trustee Company Limited	GPO Box 4270 Sydney NSW 2001	AM Trusteeship Services Limited C/- Permanent Trustee Company Limited
Premier Nominees Limited	No.1 Account C/- Armstrong Jones (New Zealand Limited PO Box 7149 Wellesley Street Auckland 1035 New Zealand	Premier Nominees Limited
RBC Global Services Australia Nominees Pty Limited	GPO Box 5430 Sydney NSW 2000	RBC Global Services