ASX Announcement

31 March 2004

Manager
Company Announcements Office
Australian Stock Exchange
Level 4, 20 Bridge Street
Sydney NSW 2000

Manager
Market Information Services Section
New Zealand Stock Exchange
Level 9, ASB Tower, 2 Hunter Street
Wellington New Zealand

Announcement No: 21/04

Appendix 3Y – Change of Director's Interest Notice

AMP Limited
Level 24, 33 Alfred Street
Sydney NSW 2000 Australia
ABN 49 079 354 519

Rule 3.19A.2

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of Entity: AMP LIMITED	
ABN: 49 079 354 519	

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Andrew Max MOHL
Date of last notice	16 January 2004

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
Date of change	29 March 2004
No. of securities held prior to change	• 251,694 Ordinary Shares held in the name of the Director; • 21,973 Ordinary Shares held under the AMP Executive Short Term Incentive Program; • 15,705 Ordinary Shares held in the name of Mohl Invest Pty Ltd ATF Mohl Super Fund; • 17,793 Ordinary Shares held in the name of Mohl Investments Pty Ltd ATF Mohl Family Trust; and • 350,000 Options held under the AMP Executive Option Plan.
Class	Ordinary
Number acquired	102,993 ordinary shares
Number disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	AUD$5.68 per share

No. of securities held after change	• 354,687 Ordinary Shares held in the name of the Director; • 21,973 Ordinary Shares held under the AMP Executive Short Term Incentive Program; • 15,705 Ordinary Shares held in the name of Mohl Invest Pty Ltd ATF Mohl Super Fund; • 17,793 Ordinary Shares held in the name of Mohl Investments Pty Ltd ATF Mohl Family Trust; and • 350,000 Options held under the AMP Executive Option Plan.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On market trade in substitution for the equity component of Mr Mohl's 2003 short term incentive (STI) payment as CEO (a contractual entitlement as disclosed in the 2003 Annual Report). If all these shares are held in three years time, AMP will pay Mr Mohl an amount equal to the market value of the shares.

Part 2 – Change of director's interests in contracts

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A