



Date: 26-Oct-05

The Manager
Listings Department
Australian Stock Exchange Limited

No. of Pages (incl.): 3

NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER

Dear Sir/Madam,

Pursuant to Section 671B of the Corporations Law, AMP Limited hereby advises of a change in its relevant interest in Healthscope Limited.

The enclosed ASIC Form 604 discloses all required details.

Yours faithfully,

Ross Gulliford
Head of Custody
BNP Paribas Securities Services
Phone: 02 9222 0200

Form 604
Corporations Law
Section 671B

Notice of Change of Interests of Substantial Holder

To: **Healthscope Limited**

ACN/ARSN: 006 405 152

1. Details of substantial holder

Name: AMP Limited ACN 079 354 519 and its related bodies corporate.

There was a change in the interests of the substantial holder on 21-Oct-2005
The previous notice was given to the company on 15-Jul-2005
The previous notice was dated 12-Jul-2005

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 had a relevant interest 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	Previous notice		Present notice	
	Person's votes	Voting power	Person's votes	Voting power
Fully Paid Ordinary	9,053,527	5.05%	12,358,321	6.10%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, relevant interests of the substantial holder or an associate in voting securities of the company 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	Consideration given in relation to change	Class and number of shares affected	Person's votes affected
16-Aug-2005 to 23-Sep-2005	AMP Capital Investors Limited	Share acquisition	\$3,473,032.00	Fully Paid Ordinary 574,159	574,159
13-Jul-2005 to 20-Oct-2005	AMP Life Limited	Share acquisition	\$5,081,972.97	Fully Paid Ordinary 900,578	900,578
21-Jul-2005 to 5-Oct-2005	AMP Life Limited	Share disposal	-\$6,181,775.39	Fully Paid Ordinary -1,180,386	-1,180,386
13-Jul-2005 to 21-Oct-2005	Cogent Nominees Pty Limited	Share acquisition	\$1,131,049.36	Fully Paid Ordinary 199,274	199,274
26-Sep-2005 to 4-Oct-2005	Cogent Nominees Pty Limited	Share disposal	-\$37,009.28	Fully Paid Ordinary -5,647	-5,647
13-Jul-2005 to 21-Oct-2005	Cogent Nominees Pty Limited <SMP Accounts>	Share acquisition	\$9,575,476.14	Fully Paid Ordinary 1,781,219	1,781,219
21-Jul-2005 to 17-Oct-2005	Cogent Nominees Pty Limited <SMP Accounts>	Share disposal	-\$1,036,026.84	Fully Paid Ordinary -176,320	-176,320
15-Aug-2005 to 20-Oct-2005	Commonwealth Bank Officers Superannuation Corporation Pty Ltd A/T for the Officers' Superannuation Fund.	Share acquisition	\$1,250,676.30	Fully Paid Ordinary 222,501	222,501
26-Sep-2005 to 5-Oct-2005	Commonwealth Bank Officers Superannuation Corporation Pty Ltd A/T for the Officers' Superannuation Fund.	Share disposal	-\$826,649.88	Fully Paid Ordinary -130,780	-130,780
13-Sep-2005 to 18-Oct-2005	Equisuper	Share acquisition	\$2,778,412.71	Fully Paid Ordinary 475,583	475,583
13-Jul-2005 to 20-Oct-2005	Government Employees Superannuation Board	Share acquisition	\$767,958.54	Fully Paid Ordinary 140,814	140,814
26-Sep-2005 to 4-Oct-2005	Government Employees Superannuation Board	Share disposal	-\$178,308.90	Fully Paid Ordinary -27,207	-27,207
13-Jul-2005 to 20-Oct-2005	Queensland Local Government Superannuation Board	Share acquisition	\$445,953.46	Fully Paid Ordinary 81,543	81,543
26-Sep-2005 to 4-Oct-2005	Queensland Local Government Superannuation Board	Share disposal	-\$74,018.56	Fully Paid Ordinary -11,294	-11,294
15-Sep-05	State Authority Superannuation Enhanced Index Share Fund	Share acquisition	\$76,426.60	Fully Paid Ordinary 13,177	13,177
19-Oct-2005 to 21-Oct-2005	State Authority Superannuation Scheme	Share acquisition	\$724,833.32	Fully Paid Ordinary 127,314	127,314
13-Jul-2005 to 20-Oct-2005	Stichting Pensioenfonds - ABP	Share acquisition	\$1,370,403.82	Fully Paid Ordinary 253,097	253,097
26-Sep-2005 to 4-Oct-2005	Stichting Pensioenfonds - ABP	Share disposal	-\$366,747.31	Fully Paid Ordinary -55,954	-55,954
13-Jul-2005 to 20-Oct-2005	Stichting Pensioenfonds Hoogovens	Share acquisition	\$166,497.16	Fully Paid Ordinary 30,584	30,584
26-Sep-2005 to 4-Oct-2005	Stichting Pensioenfonds Hoogovens	Share disposal	-\$33,650.50	Fully Paid Ordinary -5,134	-5,134
19-Oct-2005 to 21-Oct-2005	UniSuper Limited	Share acquisition	\$556,078.90	Fully Paid Ordinary 97,673	97,673

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	Nature of relevant interest	Class and number of securities	Person's votes affected
AMP Life Limited	AMP Life Limited	AMP Life Limited	AMP Life is entitled to be the registered holder of the class and number of securities listed beside its name AMP Life Limited is a controlled body corporate of AMP Limited within the meaning of Section 608(3) of the Corporations Law	Fully Paid Ordinary: 4,386,211	4,386,211
AMP Capital Investors Limited ('AMP Capital')	Cogent Nominees Pty Limited <SMP Accounts>	Cogent Nominees Pty Limited <SMP Accounts>	AMP Capital, in its capacity as the investment manager for the persons or trusts listed besides its name, has the power to control voting and/or the disposal of securities. AMP Capital is a controlled body corporate of AMP Limited within the meaning of Section 608(3) of the Corporations Law	Fully Paid Ordinary: 3,580,286	3,580,286
	Cogent Nominees Pty Limited	Cogent Nominees Pty Limited		Fully Paid Ordinary: 496,453	496,453
	Citicorp Nominees Pty Limited	Stichting Pensioenfonds Hoogovens		Fully Paid Ordinary: 129,343	129,343
	Goldman Sachs	AMP Capital Investors Australian Long Short Fund		Fully Paid Ordinary: 30,383	30,383
	JP Morgan Nominees Australia Limited	Stichting Pensioenfonds ABP		Fully Paid Ordinary: 862,761	862,761
	JP Morgan Nominees Australia Limited	QLD Local Government Superannuation Board		Fully Paid Ordinary: 391,110	391,110
	JP Morgan Nominees Australia Limited	State Authority Superannuation Scheme		Fully Paid Ordinary: 127,314	127,314
	JP Morgan Nominees Australia Limited	State Authority Superannuation Enhanced Index Share Fund		Fully Paid Ordinary: 77,405	77,405
	National Nominees Pty Limited	Government Employees Superannuation Board		Fully Paid Ordinary: 564,337	564,337
	National Nominees Pty Limited	Commonwealth Bank Officers Superannuation Corporation Pty Ltd as trustee for the Officers' Superannuation Fund		Fully Paid Ordinary: 550,130	550,130
	National Nominees Pty Limited	Equisuper		Fully Paid Ordinary: 475,583	475,583
	National Nominees Pty Limited	UniSuper Limited		Fully Paid Ordinary: 97,673	97,673
AMP Capital Investors Limited as Responsible Entity of the Future Directions Australian Share Fund 2	Cogent Nominees Pty Limited	AMP Capital Investors Limited	AMP Capital Investors Limited is a controlled body corporate of AMP Limited within the meaning of Section 608(3) of the Corporations Law.	Fully Paid Ordinary: 16,690	16,690
AMP Capital Investors Limited as Responsible Entity of the EFM Australian Share Fund 2	Cogent Nominees Pty Limited	AMP Capital Investors Limited		Fully Paid Ordinary: 413,911	413,911
AMP Capital Investors Limited as Responsible Entity of the EFM Australian Share Fund 3	Cogent Nominees Pty Limited	AMP Capital Investors Limited		Fully Paid Ordinary: 158,731	158,731
Total:					12,358,321

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

Name and ACN Nature of association

No Changes

6. Addresses

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

Name	Address
AMP Life Limited	Level 24, 33 Alfred Street, Sydney NSW 2000
AMP Capital Investors Limited	Level 22, 33 Alfred Street, Sydney NSW 2000
Citicorp Nominees Pty Limited	Level 15, 120 Collins Street, Melbourne VIC 3000
Cogent Nominees Pty Limited	Level 6, 60 Castlereagh Street, Sydney NSW 2000
Commonwealth Bank Officers Superannuation Corporation Pty Ltd	9th Floor, 48 Martin Place, Sydney NSW 2000
Equisuper	171 Flinders Street, Melbourne VIC 3000
Goldman Sachs Asia LLC	68th Floor, 2 Queens Road, Central Hong Kong
Government Employee Superannuation Board	PO Box J755, Perth WA 6842
JP Morgan Nominees Australia Limited	259 George Street, Sydney NSW 2000
National Custodian Services Limited	271 Collins Street, Melbourne VIC 3000
QLD Local Government Superannuation Board	Of GPO Box 264, Brisbane QLD 4001
State Authority Superannuation Scheme	Level 14, 83 Clarence Street, Sydney NSW 2000
State Authority Superannuation Enhanced Index Share Fund	Level 14, 83 Clarence Street, Sydney NSW 2000
Stichting Pensioenfonds Hoogovens	PO Box 10,000, 1970 CA IJmuiden, The Netherlands
Stichting Pensioenfonds ABP	PO Box 10,000, 1970 CA IJmuiden, The Netherlands
UniSuper Limited	Level 28, 367 Collins Street, Melbourne VIC 3000