



Date: 3-Jul-07

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 Macmahon Holdings Limited.

The enclosed ASIC Form 604 discloses all required details.

Yours faithfully,

Justin Christopher
Head of Custody
BNP Paribas Securities Services
Phone: 02 9222 0029

**Form 604
Corporations Law
Section 671B**

Notice of Change of Interests of Substantial Holder

To: **Macmahon Holdings Limited**

ACN/ARSN: 007 634 406

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 29-Jul-2007
The previous notice was given to the company on 05-Jun-2006
The previous notice was dated 31-May-2006

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	42,442,366	8.21%	37,172,432	7.09%

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
6-Jun-2006 to 29-Jun-2007	AMP Capital Investors Limited	Share acquisition	\$2,125,237.73	Fully Paid Ordinary Shares 2,369,746	2,369,746
7-Jun-2006 to 14-May-2007	AMP Capital Investors Limited	Share disposal	-\$1,493,951.29	Fully Paid Ordinary Shares -1,813,829	-1,813,829
19-Jun-2006 to 1-May-2007	AMP Life Limited	Share acquisition	\$1,702,977.62	Fully Paid Ordinary Shares 2,044,279	2,044,279
19-Jun-2006 to 29-Jun-2007	AMP Life Limited	Share disposal	-\$3,394,108.04	Fully Paid Ordinary Shares -3,896,432	-3,896,432
13-Jun-2006 to 15-Mar-2007	Cogent Nominees Pty Limited	Share acquisition	\$917,448.17	Fully Paid Ordinary Shares 1,102,177	1,102,177
15-Sep-2006 to 19-Jun-2007	Cogent Nominees Pty Limited	Share disposal	-\$549,349.34	Fully Paid Ordinary Shares -684,601	-684,601
5-Sep-2006 to 15-Mar-2007	Commonwealth Bank Officers Superannuation Corporation Pty Ltd A/T for the Officers' Superannuation Fund.	Share acquisition	\$199,070.76	Fully Paid Ordinary Shares 210,522	210,522
9-Aug-2006 to 23-May-2007	Commonwealth Bank Officers Superannuation Corporation Pty Ltd A/T for the Officers' Superannuation Fund.	Share disposal	-\$706,926.22	Fully Paid Ordinary Shares -786,558	-786,558
14-Aug-2006 to 27-Apr-2007	Equipsuper	Share acquisition	\$1,614,200.40	Fully Paid Ordinary Shares 1,918,022	1,918,022
28-Jul-2006 to 29-Jun-2007	Equipsuper	Share disposal	-\$1,621,342.49	Fully Paid Ordinary Shares -1,652,482	-1,652,482
1-Jun-2006 to 27-Apr-2007	LAMP	Share acquisition	\$3,185,591.83	Fully Paid Ordinary Shares 3,762,727	3,762,727
3-Nov-2006 to 29-Jun-2007	LAMP	Share disposal	-\$2,335,517.69	Fully Paid Ordinary Shares -2,281,500	-2,281,500
5-Sep-2006 to 15-Mar-2007	Queensland Local Government Superannuation Board	Share acquisition	\$28,233.94	Fully Paid Ordinary Shares 32,610	32,610
14-Sep-2006 to 23-May-2007	Queensland Local Government Superannuation Board	Share disposal	-\$533,563.17	Fully Paid Ordinary Shares -565,011	-565,011
5-Sep-2006 to 15-Mar-2007	Stichting Pensioenfonds Hoogovens	Share acquisition	\$15,084.28	Fully Paid Ordinary Shares 17,422	17,422
14-Sep-2006 to 23-May-2007	Stichting Pensioenfonds Hoogovens	Share disposal	-\$248,709.96	Fully Paid Ordinary Shares -250,651	-250,651
5-Sep-2006 to 15-Mar-2007	Telstra Super Pty Ltd	Share acquisition	\$75,882.40	Fully Paid Ordinary Shares 87,716	87,716
24-Nov-2006 to 26-Jun-2007	Telstra Super Pty Ltd	Share disposal	-\$3,820,703.22	Fully Paid Ordinary Shares -3,238,396	-3,238,396
1-Jun-2006 to 27-Apr-2007	Cogent Nominees Pty Limited	Share acquisition	\$2,014,766.93	Fully Paid Ordinary Shares 3,398,543	3,398,543
8-Aug-2006 to 29-Jun-2007	Cogent Nominees Pty Limited	Share disposal	-\$4,808,988.00	Fully Paid Ordinary Shares -5,044,238	-5,044,238

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: 16,225,890	16,225,890
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: 8,424,227	8,424,227
	Cogent Nominees Pty Limited	Cogent Nominees Pty Limited		Fully Paid Ordinary: 2,125,578	2,125,578
	Citicorp Nominees Pty Limited	Stichting Pensiofond Hoogovens		Fully Paid Ordinary: 385,927	385,927
	JP Morgan Nominees Australia Limited	LAMP		Fully Paid Ordinary: 4,710,022	4,710,022
	JP Morgan Nominees Australia Limited	QLD Local Government Superannuation Board		Fully Paid Ordinary: 626,583	626,583
	National Nominees Pty Limited	Commonwealth Bank Officers Superannuation Corporation Pty Ltd as trustee for the Officers' Superannuation Fund		Fully Paid Ordinary: 981,961	981,961
	National Nominees Pty Limited	Equisuper		Fully Paid Ordinary: 2,994,424	2,994,424
AMP Capital Investors Limited as Responsible Entity of the Future Directions Extended Markets International Share Fund	Citibank N.A. Hong Kong	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: 141,903	141,903
AMP Capital Investors Limited as Future Directions Australian Small Companies Fund	Cogent Nominees Pty Limited	AMP Capital Investors Limited		Fully Paid Ordinary: 555,917	555,917
Total:					37,172,432

5. Change in association

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	181 Collins Street, Melbourne VIC 3000
Cogent Nominees Pty Limited	Level 6, 80 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
JP Morgan Nominees Australia Limited	259 George Street, Sydney NSW 2000
National Nominees Pty Limited	271 Collins Street, Melbourne VIC 3000
QLD Local Government Superannuation Board	Of GPO Box 264, Brisbane QLD 4001
Stichting Pensiofond Hoogovens	P.O. Box 10,000, 1970 CA IJmuiden, The Netherlands
Teistra Super Pty Ltd	Level 3, 215 Spring Street, Melbourne 3000

This notice of change of interests of substantial holder (ASIC Form 604) comprises 2 page/s in total.