ASX Announcement

3 September 2007

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 2, NZX Centre, 11 Cable Street
Wellington New Zealand

Announcement No: 40/07

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	25 May 2007

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 & indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	• Mohl Invest Pty Ltd ATF Mohl Super Fund; and • Mohl Invest Pty Ltd ATF Mohl Family Trust. (see Nature of Change below)
Date of change	• 27 August to 30 August 2007
No. of securities held prior to change	• 248,278 Ordinary Shares held in the name of the Director; • 48,901 Ordinary Shares held in the name of the Director under the AMP Executive Short Term Incentive Program; • 239,076 Ordinary Shares held in the name of Mohl Invest Pty Ltd ATF Mohl Super Fund; • 587,100 Ordinary Shares held in the name of Mohl Invest Pty Ltd ATF Mohl Family Trust; and • 100,000 Options held in the name of the Director under the AMP Executive Option Plan.
Class	Ordinary
Number acquired	535,337 ordinary shares
Number disposed	N/A

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	• 340,337 Ordinary Shares purchased on 27 August 2007 at $10.2791 per share; and • 195,000 Ordinary Shares purchased on 29 August 2007 at $10.199 per share.
No. of securities held after change	• 248,278 Ordinary Shares held in the name of the Director; • 326,632 Ordinary Shares held in the name of Mohl Invest Pty Ltd ATF Mohl Super Fund; • 1,083,782 Ordinary Shares held in the name of Mohl Invest Pty Ltd ATF Mohl Family Trust; and • 100,000 Options held in the name of the Director 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	• 26,928 and 21,973 ordinary shares were released from the AMP Executive Share Ownership Plan in respect of the Director's holding under the AMP Executive STI Program on 27 August 2007 and 28 August 2007 respectively. These shares were subsequently transferred to Mohl Invest Pty Ltd ATF Mohl Family Trust on 30 August 2007. • 340,337 ordinary shares acquired on market on 27 August 2007 under the Director's name as a result of the Director's exercise of his performance rights granted on 6 September 2004. These shares were subsequently transferred to the following accounts on 30 August 2007: ➢ 252,781 ordinary shares transferred to Mohl Invest Pty Ltd ATF Mohl Family Trust; and ➢ 87,556 ordinary shares transferred to Mohl Invest Pty Ltd ATF Mohl Super Fund. • 195,000 ordinary shares purchased on market.

Part 2 – Change of director's interests in contracts

Detail of contract	N/A
Nature of interest	See below
Name of registered holder (if issued securities)	N/A
Date of change	27 August 2007

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	• 474,331 performance rights granted on 8 September 2006. These rights are subject to a single TSR based performance hurdle measured over a performance period of three years from 1 August 2006 to 31 July 2009. • 340,337 performance rights granted effective 6 September 2004. These rights are subject to a single TSR based performance hurdle measured over a performance period of three years from 1 August 2004 to 31 July 2007. • 372,129 performance rights granted on 1 September 2005. These rights are subject to a single TSR based performance hurdle measured over a performance period of three years from 1 August 2005 to 31 July 2008. • 553,940 performance rights granted on 9 March 2007. These rights are subject to a single TSR based performance hurdle measured over a performance period of three years from 1 January 2007 to 31 December 2009.
Interest acquired	N/A
Interest disposed	340,337 performance rights granted on 6 September 2004 as a result of the vesting of these rights into qualifying performance rights.
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	• 474,331 performance rights granted on 8 September 2006. These rights are subject to a single TSR based performance hurdle measured over a performance period of three years from 1 August 2006 to 31 July 2009. • 372,129 performance rights granted on 1 September 2005. These rights are subject to a single TSR based performance hurdle measured over a performance period of three years from 1 August 2005 to 31 July 2008. • 553,940 performance rights granted on 9 March 2007. These rights are subject to a single TSR based performance hurdle measured over a performance period of three years from 1 January 2007 to 31 December 2009.