



Date: 8-Jan-09

The Manager
Listings Department
Australian Stock Exchange Limited

No. of Pages (incl.): 4

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 Goodman Group.

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: **Goodman Group**
ACN/ARSN: 000 123 071 / 091 213 839

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 06-Jan-2009
The previous notice was given to the company on 20-Nov-2008
The previous notice was dated 18-Nov-2008

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
Stapled Securities US Prohibite	214,853,043	8.14%	198,350,860	7.14%

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
19-Nov-2008 to 11-Dec-2008	AMP Capital Investors Limited	Share acquisition	\$5,705,599.91	Fully Paid Ordinary 6,564,522	6,564,522
19-Nov-2008 to 5-Jan-2009	AMP Capital Investors Limited	Share disposal	-\$5,036,578.55	Fully Paid Ordinary -7,331,878	-7,331,878
19-Nov-2008 to 2-Jan-2009	AMP Life Limited	Share acquisition	\$1,695,580.64	Fully Paid Ordinary 2,230,387	2,230,387
8-Dec-2008 to 6-Jan-2009	AMP Life Limited	Share disposal	-\$7,564,128.96	Fully Paid Ordinary -10,449,056	-10,449,056
19-Nov-08	ARIA Scheme	Share disposal	-\$234,017.70	Fully Paid Ordinary -222,874	-222,874
19-Nov-08	Christian Superannuation Fund	Share acquisition	\$83,623.33	Fully Paid Ordinary 80,803	80,803
19-Nov-08	Cogent Investment Operations Pty Limited <Non Resident A/c>	Share acquisition	\$13,677.32	Fully Paid Ordinary 14,212	14,212
19-Nov-2008 to 23-Dec-2008	Cogent Nominees Pty Limited	Share acquisition	\$169,489.42	Fully Paid Ordinary 244,817	244,817
15-Dec-2008 to 5-Jan-2009	Cogent Nominees Pty Limited	Share disposal	-\$1,010,924.91	Fully Paid Ordinary 1,432,727	-1,432,727
25-Nov-2008 to 17-Dec-2008	Cogent Nominees Pty Limited	Share acquisition	\$218,379.71	Fully Paid Ordinary 321,700	321,700
22-Dec-2008 to 6-Jan-2009	Cogent Nominees Pty Limited	Share disposal	-\$152,303.25	Fully Paid Ordinary -215,315	-215,315
25-Nov-2008 to 17-Dec-2008	Cogent Nominees Pty Limited <SMP Accounts>	Share acquisition	\$517,564.04	Fully Paid Ordinary 759,884	759,884
15-Dec-2008 to 6-Jan-2009	Cogent Nominees Pty Limited <SMP Accounts>	Share disposal	-\$1,729,916.33	Fully Paid Ordinary -2,453,090	-2,453,090
22-Dec-2008 to 6-Jan-2009	Government Employees Superannuation Board	Share disposal	-\$726,366.45	Fully Paid Ordinary -1,026,883	-1,026,883
19-Dec-08	Queensland Local Government Superannuation Board	Share acquisition	\$9,344.01	Fully Paid Ordinary 14,250	14,250
22-Dec-2008 to 6-Jan-2009	Queensland Local Government Superannuation Board	Share disposal	-\$101,639.91	Fully Paid Ordinary -143,691	-143,691
26-Nov-2008 to 22-Dec-2008	State Authority Superannuation Scheme	Share acquisition	\$279,488.95	Fully Paid Ordinary 300,997	300,997
15-Dec-2008 to 5-Jan-2009	State Authority Superannuation Scheme	Share disposal	-\$1,146,949.66	Fully Paid Ordinary -1,626,969	-1,626,969
24-Nov-2008 to 6-Jan-2009	Stichting Pensioenfolids - ABP	Share disposal	-\$1,577,809.70	Fully Paid Ordinary -1,952,134	-1,952,134
22-Dec-2008 to 6-Jan-2009	Stichting Pensioenfolids Hoogovens	Share disposal	-\$126,736.27	Fully Paid Ordinary -179,138	-179,138

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	Stapled Securities US Prohibited: 83,456,617	83,456,617
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	Stapled Securities US Prohibited: 59,810,065	59,810,065
	Cogent Nominees Pty Limited	Cogent Nominees Pty Limited		Stapled Securities US Prohibited: 18,970,048	18,970,048
	Cogent Investment Operations Pty Limited <Non Resident A/c>	Cogent Investment Operations Pty Limited <Non Resident A/c>		Stapled Securities US Prohibited: 662,971	662,971
	The Northern Trust Company	DBS Global Property Sector Fund		Stapled Securities US Prohibited: 296,777	296,777
	The Northern Trust Company	AMPCI KGR Reit USD Fund		Stapled Securities US Prohibited: 6,862	6,862
	National Nominees Pty Limited	Nikko AMP Global REIT Fund		Stapled Securities US Prohibited: 6,568,208	6,568,208
	Citicorp Nominees Pty Limited	Stichting Pensionfonds Hoogovens		Stapled Securities US Prohibited: 345,807	345,807
	Goldman Sachs	AMP Capital Investors Australian Long Short Fund		Stapled Securities US Prohibited: 583,936	583,936
	JP Morgan Nominees Australia Limited	Stichting Pensionfonds ABP		Stapled Securities US Prohibited: 2,132,428	2,132,428
	JP Morgan Nominees Australia Limited	ARIA Scheme		Stapled Securities US Prohibited: 2,534,587	2,534,587
	JP Morgan Nominees Australia Limited	QLD Local Government Superannuation Board		Stapled Securities US Prohibited: 181,341	181,341
	JP Morgan Nominees Australia Limited	State Authority Superannuation Scheme		Stapled Securities US Prohibited: 6,459,930	6,459,930
	National Nominees Pty Limited	Government Employees Superannuation Board		Stapled Securities US Prohibited: 1,966,777	1,966,777
	National Nominees Pty Limited	Christian Superannuation Fund		Stapled Securities US Prohibited: 665,313	665,313
	National Nominees Pty Limited	QLD Local Government Superannuation Board of WA - Sustainable Fund		Stapled Securities US Prohibited: 1,338,854	1,338,854
	National Nominees Pty Limited	Telstra Listed Property Trust		Stapled Securities US Prohibited: 2,627,805	2,627,805
AMP Capital Investors Limited as Responsible Entity of the Future Directions Australian Share Fund	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.	Stapled Securities US Prohibited: 5,328,100	5,328,100
AMP Capital Investors Limited as Responsible Entity of the Future Directions Enhanced Index Global Property Securities Fund	Cogent Nominees Pty Limited	AMP Capital Investors Limited		Stapled Securities US Prohibited: 390,300	390,300
AMP Capital Investors Limited as Responsible Entity of the Future Directions Australian Share Fund 1	Cogent Nominees Pty Limited	AMP Capital Investors Limited		Stapled Securities US Prohibited: 3,634,484	3,634,484
AMP Capital Investors Limited as Responsible Investment Leader Australian Share Fund	Cogent Nominees Pty Limited	AMP Capital Investors Limited		Stapled Securities US Prohibited: 389,650	389,650

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:

<i>Name and ACN</i>	<i>Nature of association</i>
No Changes	

6. Addresses

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

<i>Name</i>	<i>Address</i>
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	101 Collins Street, Melbourne VIC 3000
Cogent Investment Operations	Level 6, 60 Castlereagh Street, Sydney NSW 2000
Cogent Nominees Pty Limited	Level 6, 60 Castlereagh Street, Sydney NSW 2000
DBS Global Property Sector Fund	8 Cross Street, # 27-01 PWC Building, Singapore 048424
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 Nominees Pty Limited	271 Collins Street, Melbourne VIC 3000
Nikko AMP Global REIT Fund	1-1-3 Yurakucho Chiyoda-ku, Tokyo 100-0006 Japan
QLD Local Government Superannuation Board	Of GPO Box 264, Brisbane QLD 4001
State Authority Superannuation Scheme	Level 14, 83 Clarence Street, Sydney NSW 2000
Stichting Pensioenfond Hoogovens	PO Box 10,000, 1970 CA IJmuiden, The Netherlands
Stichting Pensioenfond ABP	PO Box 10,000, 1970 CA IJmuiden, The Netherlands
The Northern Trust Company	80 Raffles Place, #46-00 UOB Plaza 1 Singapore 048625

This notice of change of interests of substantial holder (ASIC Form 604) comprises 3 page/s in total.