



17 June 2011

Manager  
Company Announcements Office  
Australian Securities 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: 38/11

**AMP Limited (ASX/NZX: AMP)**

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### **Appendix 3Y – Change in Director’s Interest Notices**

Please find attached replacement Appendix 3Y for Craig Dunn that was lodged earlier today.

# 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 30/09/01 Amended 01/01/11

<b>Name of entity: AMP LIMITED</b>
<b>ABN: 49 079 354 519</b>

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.

<b>Name of Director</b>	Craig William DUNN
<b>Date of last notice</b>	15 February 2011

### 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*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	<ul style="list-style-type: none"><li>12,413 Ordinary Shares held in the name of the Director; and</li><li>546,084 Ordinary shares held in the name of Wiolga Pty Ltd ATF The Freckle Family Trust.</li></ul>
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
<b>Date of change</b>	N/A
<b>No. of securities held prior to change</b>	N/A
<b>Class</b>	N/A
<b>Number acquired</b>	N/A
<b>Number disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	N/A

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>No. of securities held after change</b>	N/A
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	N/A

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	See below
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	9 June 2011
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	<ul style="list-style-type: none"> <li>• 586,593 performance rights granted on 19 September 2008. These rights are subject to a single TSR based performance hurdle measured over a performance period of three years from 1 August 2008 to 31 July 2011.</li> <li>• 777,778 performance rights granted on 12 March 2010. These rights are subject to a single TSR based performance hurdle measured over a performance period of three years from 1 August 2009 to 31 July 2012.</li> <li>• 697,675 performance rights granted on 8 September 2010. These rights are subject to a single TSR based performance hurdle measured over a performance period of three years from 1 August 2010 to 31 July 2013.</li> </ul>
<b>Interest acquired</b>	729,167 performance rights granted on 9 June 2011.
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A

+ See chapter 19 for defined terms.

<b>Interest after change</b>	<ul style="list-style-type: none"> <li>• 586,593 performance rights granted on 19 September 2008. These rights are subject to a single TSR based performance hurdle measured over a performance period of three years from 1 August 2008 to 31 July 2011.</li> <li>• 777,778 performance rights granted on 12 March 2010. These rights are subject to a single TSR based performance hurdle measured over a performance period of three years from 1 August 2009 to 31 July 2012.</li> <li>• 697,675 performance rights granted on 8 September 2010. These rights are subject to a single TSR based performance hurdle measured over a performance period of three years from 1 August 2010 to 31 July 2013.</li> <li>• 729,167 performance rights granted on 9 June 2011. These rights are subject to a single TSR based performance hurdle measured over a performance period of three years from 1 May 2011 to 30 April 2014.</li> </ul>
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**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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+ See chapter 19 for defined terms.