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PERFORMANCE THROUGH INNOVATION

BARCLAYS GLOBAL INVESTORS

To: Company Secretary
BHP Steel Limited
Fax: 03 9666 4111

Cc: ASX Company Announcements
Fax: 1900 999 279

Total pages: 4 Incl.

Date: 29 October 2003

Subject: Notice of Initial substantial holder

Barclays Global Investors Australia Limited
ABN 33 001 804 566

AFS Licence No. 225398

Level 1, 111 Harrington Street, Sydney NSW 2000
P.O. Box N43 Grosvenor Place, NSW 1220

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Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To **BHP Steel Limited**
ACN/ARSN **000 011 058**

1. Details of substantial holder

Name **Barclays Group ("Barclays")**
ABN **33 001 804 566** Barclays Global Investors Australia Limited

The holder became a substantial holder on 20/10/03.

2. Details of 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 associate had a relevant interest on the date the substantial holder became a substantial holder are as follows:

Class of securities	Number of securities	Person's votes	Voting power
Ordinary	38,148,903	38,148,903	5.04%

3. Details of relevant interests

The nature of the relevant interest the substantial holder had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest	Class and number of securities
Barclays	Fund Manager - see Annexure A	38,148,903 ordinary

4. Details of present registered holders

The persons registered as holder of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Class and number of securities
Barclays	JP Morgan & other custodians - see Annexure A	38,148,903 ordinary

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration Cash/Non-cash	Class and number of securities
Barclays	Past 4 months	Avg price \$4.61	38,148,903 ordinary

6. Addresses

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

Name	Address
Barclays Global Investors Australia Limited	1/111 Harrington Street, Sydney NSW 2000

Signature

Christopher Robson
Company Secretary
Barclays Global Investors Australia



Date

This is "Annexure A" of 1 page referred to in Form 603 Notice of initial substantial holder

Relevant interest in BHP Steel Limited held by the Barclays Group ("Barclays").

The list of Barclays entities and their respective holdings are as follows:

ASX CODE	STOCK NAME	HOLDING	%	COMPANY
BSL	BHP STEEL LIMITED	283,536	0.04	Barclays Global Fund Advisors
BSL	BHP STEEL LIMITED	24,737	0.00	Barclays Private Bank Ltd
BSL	BHP STEEL LIMITED	9,654,099	1.27	Barclays Global Investors, N.A.
BSL	BHP STEEL LIMITED	910,438	0.12	Barclays Global Investors Japan Trust & Banking
BSL	BHP STEEL LIMITED	4,520,087	0.60	Barclays Global Investors Ltd
BSL	BHP STEEL LIMITED	35,920	0.00	Barclays Global Investors Japan Ltd
BSL	BHP STEEL LIMITED	1,763	0.00	Barclays Private Bank and Trust Ltd
BSL	BHP STEEL LIMITED	22,255,190	2.94	Barclays Global Investors Australia Ltd
BSL	BHP STEEL LIMITED	268,683	0.04	Barclays Life Assurance Co Ltd
BSL	BHP STEEL LIMITED	193,456	0.03	Barclays Capital Securities Ltd
BSL	BHP STEEL LIMITED	994	0.00	Barclays Bank Trust Company Ltd
	Total	38,148,903	5.04	

The JP Morgan Chase Bank Inc. and various other custodians (Custodians) hold shares in BHP Steel Limited (BHP) as custodian and for which Barclays is either:

- the responsible entity or trustee of pooled investment products such as registered managed investment schemes (Funds); or
- the investment manager of Portfolios held for a number of institutional investors. The institutional investors are generally superannuation funds regulated under the *Superannuation Industry Supervision Act 1993*.

The holding of shares in BHP was acquired as part of the wide portfolio of Australian shares and units acquired for the Funds and the Portfolios.

Barclays and the Custodians may hold relevant interests due to the capacity of these entities to dispose of the shares in BHP.

Each investor in a Fund owns an undivided interest in the Fund's assets, no client directly owns any asset of the Fund. The unitholding of each Fund varies from time to time as clients enter and withdraw from the Funds. The various institutional investors with portfolios delegate the management of the portfolios to Barclays.



Christopher Robson
Company Secretary
Barclays Global Investors Australia

28/10/03

Date