



The Capital Group Companies, Inc.
333 South Hope Street
Los Angeles, California 90071-1406

Phone (213) 486 9200
Fax (213) 486 9698

17 April 2003

BY FAX - ORIGINAL IN POST
(61 2 9323 1596)

Woolworths Limited
5th Floor
540 George Street
Sydney, New South Wales 2000
Australia

Re: Notice of Change in Interests of Substantial Shareholder under Section 671B

Company Secretary:

Enclosed is a Notice of Change in Interests of Substantial Shareholder Under Section 671B dated 16 April 2003. Please note that a copy of this report has been sent to the Australian Stock Exchange.

Neither the Capital Group Companies, Inc. nor any of its affiliates own shares of your company for its own account. Rather, the shares reported on Form 604 are owned by accounts under the discretionary investment management of one or more of the investment management companies that make up the Capital Group Companies, Inc.

For the purposes of this Notice an outstanding share balance of 1,014,932,252 shares was used to calculate the percentages of holdings of the relevant share capital. We believe this outstanding share balance is current; however, if this number is not accurate, please contact us as soon as possible so that we may make the necessary revisions to this Notice.

Should you have questions or require additional information, please contact Inmo Khang or Gina Martinez at (213)452-0469, or send a fax message to (213)486-9698. Alternatively, you may contact us via E-mail at NonUSReporting@capgroup.com.

Regards,

A handwritten signature in black ink, appearing to read 'David Gaw', written over a horizontal line.

David Gaw
Compliance Consultant

FORM 604

Section 671B

Corporations Law
NOTICE OF CHANGE IN INTERESTS OF SUBSTANTIAL SHAREHOLDER
UNDER SECTION 671B

To: **Woolworths Limited**
(A.C.N.000 014 675)

Take notice that The Capital Group Companies, Inc. (A.C.N. n/a) of 333 South Hope St., Los Angeles, California 90071 on 16 April 2003, a substantial shareholder, gives notice of a change in relevant interests. Particulars relating to the relevant interests and changes including a change in relevant interests of an associate of the substantial shareholder are set out below.

1. Particulars of each relevant interest at the time at which the substantial shareholder was last required to give a substantial shareholding notice to the company.

- (a) Name and address of holder of relevant interest:

The shares reported were owned by accounts under the discretionary investment management of 5 investment management companies (Capital International, Inc., Capital International S.A., Capital Research and Management Company, Capital International Limited, and Capital Guardian Trust Company) which are direct or indirect subsidiaries of The Capital Group Companies, Inc., 333 South Hope Street, 55th Floor, Los Angeles, California 90071 and such shares are being reported in the aggregate.

- (b) Number and description of voting shares of each class of shares in the company which relevant interest is held:

Ordinary shares: 86,228,318 shares

- (c) Name and address of each person registered as holder of voting shares:

See Annexure "A" dated 13 May 2002

- (d) Name and address of each person entitled to become registered as holder of any of the voting shares and particulars of the shares in respect of which the person is entitled to become registered as holder:

None

- (e) The total number of voting shares of each class of shares in the company in which the substantial shareholder and his or her associates held relevant interests was:

See Annexure "A" dated 13 May 2002

- (f) The numbers of voting shares of each class of shares in the company specified in accordance with paragraph (b) are the following percentages of the total numbers of voting shares of those classes:

8.24%

- (g) Reasons why each person named in paragraph (a) was considered an associate for the purposes of Division 2 of Part 1.2 are as follows:

The companies (Capital International, Inc., Capital International S.A., Capital Research and Management Company, Capital International Limited, and Capital Guardian Trust Company) referred to in paragraph 1(a) are wholly owned direct or indirect subsidiaries of The Capital Group Companies, Inc.

2. Particulars of each change in relevant interests since the time at which the substantial shareholder was last required to give a substantial shareholding notice to the company:

- (a) The date of change in relevant interest:

16 April 2003

- (b) Whether the change was a change in the relevant interest of an associate of the substantial shareholder and, if so, the name and address of that associate:

The shares being reported under this section are owned by accounts under the discretionary investment management of 5 investment management companies (Capital International, Inc., Capital International S.A., Capital Research and Management Company, Capital International Limited, and Capital Guardian Trust Company) which are direct or indirect subsidiaries of The Capital Group Companies, Inc., 333 South Hope Street, 55th Floor, Los Angeles, California 90071 and such shares are being reported in the aggregate.

- (c) Particulars of the valuable consideration given in relation to the change, including nature of any part of the consideration that did not consist of money, are as follows:

Approximately 120 transactions have taken place in Woolworths Limited in the last four months on behalf of the above mentioned clients. A 3 page report detailing these transactions can be provided if required by contacting Gina Martinez Tel: 213-452-2295 or Inmo Khang Tel: 213-452-2064. Alternatively you may send an email to NonUSReporting@capgroup.com.

- (d) Particulars of any contract, scheme, arrangement or other circumstance because of which the change in the relevant interest(s) occurred are as follow(s):

The management companies referred to in paragraph 2(b) above, acting as discretionary managers, acquired the shares under the terms of the relevant discretionary management contracts.

- (e) Particulars of any qualification of the power of a person to exercise, control the exercise of or influence the exercise of, the voting powers of those shares in which the relevant interest in which the change occurred is held, are as follows:

In some cases, the clients of the investment management companies have requested that the investment management companies vote portfolio securities on their behalf. Other clients choose to retain the voting control of their portfolio securities (thus taking all the voting power away from the investment management companies).

- (f) Particulars of any additional benefit that a person has, or may, become entitled to receive, whether on the happening of a contingency or not, because of the change in the relevant interest are as follows:

None

3. Particulars of each relevant interest after the change in relevant interests because of which this notice is required to be given.

- (a) (i) Name and address of holder of relevant interest:

See Annexure "A" dated 16 April 2003 (copy attached)

- (ii) Number and description of voting shares of each class of shares in the company in which relevant interest is held:

94,554,273 shares

- (iii) Name and address of each person entitled to become registered as holder of voting shares after change:

None

- (b) The total number of voting shares of each class of shares in the company in which the substantial shareholder and his or her associates hold relevant interest is:

See Annexure "A" dated 16 April 2003 (copy attached)

- (c) The numbers of voting shares of each class of share in the company specified in accordance with paragraph (b) are the following percentages of the total numbers of voting shares of those classes:

9.32%

Dated 17 April 2003

The Capital Group Companies, Inc.

By:

(Signature)

Liliane Corzo
Counsel

DIRECTIONS

1. This form must contain particulars of relevant interests held by a person or his or her associates at the date on which that person became a substantial shareholder. Notice of any subsequent change in those particular must be given, if required, in additional notice in accordance with Form 603, 604 or 605, prescribed under Section 671B, as the case requires.
2. For the purposes of completing this form, where the voting shares of a company are not divided into 2 or more classes, those shares must be taken to be a class.
3. Where there is insufficient space on this form to furnish the required information, the information is to be shown in a separate annexure.
4. Requirements relating to annexures are set out in regulation 1.06.

Annexure "A"

This is the Annexure of 18 pages marked Annexure "A" referred to in Form 604 signed by this corporation dated 16 April 2003.

The Capital Group Companies, Inc.

By:



Liliane Corzo
Counsel

**Australia Annexure
Woolworths Limited
16 April 2003**

<u>CG Investment Management Company</u>	<u>Account Number</u>	<u>Number of Shares</u>	<u>% Held</u>
Capital Guardian Trust Company	44000300	8,708,220	
	44000500	585,400	
	44000800	49,008	
	44001800	726,100	
	44002000	640,700	
	44002300	338,600	
	44003200	1,324,800	
	44021000	29,500	
	44021400	214,959	
	44022700	28,869	
	44022900	2,769,200	
	44023200	18,200	
	44023600	424,800	
	44023800	136,700	
	44023900	109,500	
	44024600	324,500	
	44025900	664,800	
	44028100	281,500	
	44028600	98,300	
	44028700	30,800	
	44029100	82,501	
	44029600	93,800	
	44029700	459,500	
	44030600	561,800	
	44032100	579,201	
	44034900	130,600	
	44035600	32,068	
	44035800	30,700	
	44036100	67,100	
	44036400	20,200	
	44036500	1,427,400	
	44036704	795,000	
	44036705	102,200	
	44036900	223,700	
	44037300	79,887	
	44038000	235,801	
	44038500	116,900	
	44038900	411,900	
	44040900	187,200	
	44041200	168,300	
	44042000	338,200	

**Australia Annexure
Woolworths Limited
16 April 2003**

<u>CG Investment Management Company</u>	<u>Account Number</u>	<u>Number of Shares</u>	<u>% Held</u>
Capital Guardian Trust Company	44042200	145,700	
	44043000	74,500	
	44043100	49,173	
	44043200	105,919	
	44043700	43,768	
	44044000	151,300	
	44044300	54,800	
	44044700	109,400	
	44045100	441,001	
	44045300	35,600	
	44045800	45,836	
	44045900	817,920	
	44046600	392,188	
	44046700	60,519	
	44046800	138,500	
	44047600	34,000	
	44049500	118,100	
	44099400	390,800	
	44240000	14,900	
	44241000	8,800	
	44255000	2,568,800	
	44255500	580,800	
	44255900	119,400	
	44256500	14,200	
	44256900	24,200	
	44258000	12,105	
	44259300	186,600	
	44260104	184,700	
	44261300	718,600	
	44263800	41,167	
	44267200	50,436	
	44267300	53,909	
	44267400	403,300	
	44268500	221,300	
	44268600	62,200	
	44269600	148,700	
	44269700	48,800	
	44270300	238,400	
	44270600	255,700	
	44271500	184,500	
	44271700	488,800	
	44272800	34,300	

Australia Annexure
Woolworths Limited
16 April 2003

<u>CG Investment Management Company</u>	<u>Account Number</u>	<u>Number of Shares</u>	<u>% Held</u>
Capital Guardian Trust Company	44273000	86,869	
	44273200	829,300	
	44273400	125,500	
	44273600	116,500	
	44274200	630,400	
	44274300	64,468	
	44276100	59,500	
	44276200	25,900	
	44277700	274,500	
	44278100	466,040	
	44278600	19,767	
	44279000	797,400	
	44279100	151,310	
	44280200	173,300	
	44281100	659,400	
	44281200	52,049	
	44281600	167,200	
	44282300	183,000	
	44282700	62,400	
	44283000	63,368	
	44283400	294,300	
	44283700	15,100	
	44283800	51,700	
	44283900	190,200	
	44284300	38,467	
	44285500	82,219	
	44285600	195,973	
	44285900	30,700	
	44286300	66,069	
	44287000	105,482	
	44287300	37,600	
	44288400	25,100	
	44288500	116,900	
	44289000	25,000	
	44289600	79,000	
	44289800	22,800	
	44290400	85,400	
	44291800	294,905	
	44292000	51,683	
	44292100	22,100	
	44294300	273,300	
	44295000	41,973	

Australia Annexure
Woolworths Limited
16 April 2003

<u>CG Investment Management Company</u>	<u>Account Number</u>	<u>Number of Shares</u>	<u>% Held</u>
Capital Guardian Trust Company	44295100	102,500	
	44295500	125,187	
	44295800	357,600	
	44295900	203,600	
	44296400	246,100	
	44298200	32,400	
	44298400	25,600	
	44298700	96,319	
	44299100	923,675	
	44299300	30,867	
	44300500	42,109	
	44300600	29,300	
	44301500	85,236	
	44302000	8,300	
	44302200	96,500	
	44302300	36,969	
	44302500	49,009	
	44302700	21,800	
	44303200	102,709	
	44303300	64,067	
	44303600	38,100	
	44304500	119,500	
	44304600	173,700	
	44304700	41,000	
	44305300	288,401	
	44305900	79,769	
	44306100	356,100	
	44306600	24,600	
	44307000	55,737	
	44307100	33,100	
	44307500	154,400	
	44308100	385,200	
	44308500	45,900	
	44308600	151,700	
	44309100	169,200	
	44309600	65,100	
	44309700	63,469	
	44310500	156,500	
	44311200	28,700	
	44311300	128,500	
	44312700	64,490	
	44313100	7,321	

Australia Annexure
Woolworths Limited
16 April 2003

<u>CG Investment Management Company</u>	<u>Account Number</u>	<u>Number of Shares</u>	<u>% Held</u>
Capital Guardian Trust Company	44313400	25,300	
	44313500	13,000	
	44313700	91,000	
	44314500	618,200	
	44314700	82,374	
	44315000	185,100	
	44316400	110,069	
	44316500	57,200	
	44316900	42,469	
	44317300	327,500	
	44317400	73,300	
	44318100	38,600	
	44318200	275,700	
	44318300	17,500	
	44319000	141,000	
	44320100	64,037	
	44320600	15,400	
	44321600	127,700	
	44321900	105,000	
	44323000	36,400	
	44323100	28,900	
	44323200	84,100	
	44323300	33,400	
	44323700	120,900	
	44323800	92,100	
	44324000	110,884	
	44326600	14,600	
	44326800	61,649	
	44327900	54,700	
	44328100	39,100	
	44328400	70,800	
	44328900	2,119,800	
	44329300	72,137	
	44329500	89,300	
	44330800	121,900	
	44331100	86,800	
	44331200	99,900	
	44331600	29,300	
	44331900	228,100	
	44332000	26,200	
	44332300	65,800	
	44332400	80,100	

**Australia Annexure
Woolworths Limited
16 April 2003**

<u>CG Investment Management Company</u>	<u>Account Number</u>	<u>Number of Shares</u>	<u>% Held</u>
Capital Guardian Trust Company	44332600	45,600	
	44333100	287,100	
	44334800	47,800	
	44335700	11,400	
	44336000	261,800	
	44336100	67,400	
	44336500	10,800	
	44336900	13,700	
	44338600	37,200	
	44338800	328,000	
	44339200	172,000	
	44339400	73,000	
	44339800	60,835	
	44340400	37,100	
	44341100	34,000	
	44341300	11,200	
	44341600	105,100	
	44341800	11,300	
	44341900	152,700	
	44342000	55,000	
	44343000	140,300	
	44343600	41,900	
	44344500	29,800	
	44344600	138,800	
	44344700	17,172	
	44344800	34,800	
	44345600	764,600	
	44346000	49,800	
	44346200	99,700	
	44346500	39,700	
	44346900	143,000	
	44347400	50,000	
	44451800	128,800	
	44491100	49,073	
	44491200	50,400	
	44491300	32,500	
	44491400	150,216	
	44491500	160,300	
	44491600	83,100	
	44800100	43,079	
	44951300	398,300	

**Australia Annexure
Woolworths Limited
16 April 2003**

<u>CG Investment Management Company</u>	<u>Account Number</u>	<u>Number of Shares</u>	<u>% Held</u>
		56,632,225	
Capital International Limited	43054400	41,075	
	43418300	21,000	
	43426100	84,114	
	43426200	168,000	
	43463100	75,700	
	43464700	71,272	
	43466100	574,700	
	43541000	48,382	
	43542000	39,581	
	43560100	31,900	
	43565100	22,100	
	43565200	20,100	
	43565300	57,800	
	43565400	33,000	
	43565500	48,000	
	43565600	42,700	
	43565700	18,600	
	43565800	58,881	
	43565900	11,400	
	43566100	136,500	
		1,604,805	
Capital International S.A.	45054300	32,624	
	45415700	33,875	
	45415800	11,077	
	45426000	154,300	
		231,876	
Capital International, Inc.	46343400	8,011	
	46460000	73,789	
	46460400	28,800	
	46484000	1,280,100	
		1,390,700	

**Australia Annexure
Woolworths Limited
16 April 2003**

<u>CG Investment Management Company</u>	<u>Account Number</u>	<u>Number of Shares</u>	<u>% Held</u>
Capital Research and Management Company	11000006	9,610,903	
	11000016	18,608,428	
	11000033	4,418,307	
	11000071	1,400,307	
	11000077	641,390	
	11000813	15,332	
		34,694,667	
GRAND TOTAL		94,554,273	9.32%

Nominee List
Woolworths Limited
16 April 2003

Nominee Name

ANZ Nominees
 Level 25, Collins Street
 GPO Box 2842 AA
 Melbourne 3001 VIC

44240000	14,900
44282700	62,400
44298200	32,400
44333100	287,100
45415800	11,077

Total Shares: 407,877

ANZ Nominees Limited (Melbourne)
 GPO Box 2842AA
 Melbourne, Victoria 3001
 Australia

43054400	41,075
43565100	22,100
44328100	39,100

Total Shares: 102,275

Australia & New Zealand Banking Grp Ltd
 35, Elisabeth Street
 PO Box 2842AA
 Melbourne VIC 3000

44294300	273,300
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Total Shares: 273,300

Bankers Trust Australia
 Level 9, The Chifley Tower
 2, Chifley Square
 Sydney NSW 2000, Australia

43418300	21,000
44021400	214,959
44034900	130,600
44036900	223,700
44038500	116,900
44040900	187,200
44041200	168,300
44044300	54,800

Nominee List
Woolworths Limited
16 April 2003

Nominee Name

44046800	138,500
44263800	41,167
44268600	62,200
44269700	48,800
44271700	488,800
44283700	15,100
44283900	190,200
44289600	79,000
44298400	25,600
44298700	96,319
44302300	36,969
44303300	64,067
44306600	24,600
45415700	33,875

Total Shares: 2,462,656

Chase Manhattan Bank Australia Limited
 Level 36 World Trade Centre
 Jamison Street
 Sydney, NSW 2000 Australia

11000006	9,610,903
11000016	18,608,428
11000033	4,418,307
44000300	8,708,220
44000500	585,400
44000800	49,008
44001800	726,100
44002000	640,700
44002300	338,600
44003200	1,324,800
44021000	29,500
44022900	2,769,200
44024600	324,500
44028600	98,300
44028700	30,800
44035800	30,700
44036500	1,427,400
44043000	74,500
44043100	49,173
44099400	390,800
44255000	2,568,800
44255500	580,800

Nominee List
Woolworths Limited
16 April 2003

Nominee Name

44255900	119,400
44256500	14,200
44267400	403,300
44270600	255,700
44281100	659,400
44288500	116,900
44292000	51,683
44295000	41,973
44295100	102,500
44303200	102,709
46484000	1,280,100

Total Shares: 56,532,804

Chase Manhattan Nominee Ltd.

Australia

43541000	48,382
43542000	39,581
44256900	24,200
44258000	12,105
44259300	186,600
44308100	385,200
44314700	82,374
44330800	121,900
44339200	172,000
44451800	128,800
44491200	50,400
44491500	160,300
44951300	398,300

Total Shares: 1,810,142

Citicorp Nominees PTY Ltd

Level 26, Mitre 502-30

101 Collins Street

Melbourne, Victoria 3000

44273200	829,300
44276200	25,900

Total Shares: 855,200

Nominee List
Woolworths Limited
16 April 2003

Nominee Name

Commonwealth Bank of Australia
 Level 7, Bank House, 309-315 George St.
 Sydney NSW 2000
 Australia

44042000	338,200
44045800	45,836
44267200	50,436
44278600	19,767
44285900	30,700
44286300	66,069
44304500	119,500
44309100	169,200
44318300	17,500

Total Shares: 857,208

Mellon Trust

44302500	49,009
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Total Shares: 49,009

National Australian Bank LTD.
 271 Collins St.
 5th Floor South
 Melbourne, Victoria 3000

43426100	84,114
43466100	574,700
43560100	31,900
43565200	20,100
43565500	48,000
43565600	42,700
43565700	18,600
43565800	58,881
43565900	11,400
43566100	136,500
44023600	424,800
44025900	664,800
44028100	281,500
44029100	82,501
44030600	561,800
44032100	579,201
44035600	32,068
44036100	67,100

Nominee List
Woolworths Limited
16 April 2003

Nominee Name

44036704	795,000
44036705	102,200
44038000	235,801
44042200	145,700
44043700	43,768
44044000	151,300
44045100	441,001
44045300	35,600
44046700	60,519
44267300	53,909
44268500	221,300
44269600	148,700
44272800	34,300
44273400	125,500
44273600	116,500
44274200	630,400
44274300	64,468
44279000	797,400
44279100	151,310
44282300	183,000
44289000	25,000
44289800	22,800
44292100	22,100
44295500	125,187
44301500	85,236
44302200	96,500
44302700	21,800
44303600	38,100
44304600	173,700
44304700	41,000
44305300	288,401
44306100	356,100
44307100	33,100
44308500	45,900
44311200	28,700
44312700	64,490
44316500	57,200
44317400	73,300
44320100	64,037
44321600	127,700
44323000	36,400
44323300	33,400
44323700	120,900

Nominee List
Woolworths Limited
16 April 2003

Nominee Name

44324000	110,884
44326600	14,600
44326800	61,649
44327900	54,700
44328400	70,800
44331200	99,900
44331600	29,300
44334800	47,800
44336500	10,800
44336900	13,700
44338600	37,200
44338800	328,000
44340400	37,100
44341300	11,200
44341900	152,700
44344600	138,800
44344700	17,172
44344800	34,800
44346000	49,800
44346200	99,700
44346500	39,700
44346900	143,000
44347400	50,000
44491400	150,216
46343400	8,011

Total Shares: 12,050,924

National Nominees
82 Pitt Street
Sydney, NSW 2000
Australia

44290400	85,400
44315000	185,100
44339400	73,000
44343000	140,300
44343600	41,900

Total Shares: 525,700

Nominee List
Woolworths Limited
16 April 2003

Nominee Name

Northern Trust
c/o NorTrust Nominees Limited
155 Bishopsgate
London EC2M 3XS

44331100	86,800
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Total Shares:	86,800
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Westpac Banking Corp

43426200	168,000
43463100	75,700
44022700	28,869
44023200	18,200
44023900	109,500
44029700	459,500
44037300	79,887
44277700	274,500
44281200	52,049
44291800	294,905
44299100	923,675
45054300	32,624
46460000	73,789

Total Shares:	2,591,198
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Westpac Custodian Nominees
50 Pitt Street, 8th Floor
Sydney, NSW 2000
Australia

11000071	1,400,307
11000077	641,390
11000813	15,332
43464700	71,272
43565300	57,800
43565400	33,000
44023800	136,700
44029600	93,800
44036400	20,200
44038900	411,900
44043200	105,919
44044700	109,400
44045900	817,920
44046600	392,188

Nominee List
Woolworths Limited
16 April 2003

Nominee Name

44047600	34,000
44049500	118,100
44241000	8,800
44260104	184,700
44261300	718,600
44270300	238,400
44271500	184,500
44273000	86,869
44276100	59,500
44278100	466,040
44280200	173,300
44281600	167,200
44283000	63,368
44283400	294,300
44283800	51,700
44284300	38,467
44285500	82,219
44285600	195,973
44287000	105,482
44287300	37,600
44288400	25,100
44295800	357,600
44295900	203,600
44296400	246,100
44299300	30,867
44300500	42,109
44300600	29,300
44302000	8,300
44305900	79,769
44307000	55,737
44307500	154,400
44308600	151,700
44309600	65,100
44309700	63,469
44310500	156,500
44311300	128,500
44313100	7,321
44313400	25,300
44313500	13,000
44313700	91,000
44314500	618,200
44316400	110,069
44316900	42,469

Nominee List
Woolworths Limited
16 April 2003

Nominee Name

44317300	327,500
44318100	38,600
44318200	275,700
44319000	141,000
44320600	15,400
44321900	105,000
44323100	28,900
44323200	84,100
44323800	92,100
44328900	2,119,800
44329300	72,137
44329500	89,300
44331900	228,100
44332000	26,200
44332300	65,800
44332400	80,100
44332600	45,600
44335700	11,400
44336000	261,800
44336100	67,400
44339800	60,835
44341100	34,000
44341600	105,100
44341800	11,300
44342000	55,000
44344500	29,800
44345600	764,600
44491100	49,073
44491300	32,500
44491600	83,100
44800100	43,079
45426000	154,300
46460400	28,800

Total Shares:	15,949,180
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