WOOLWORTHS LIMITED

A.B.N. 88 000 014 675

ASX Announcement

Woolworths Limited Chairman Mr James Strong today advised of the lodgement of a notice with the ASX relating to the sale of 1.048 million Woolworths Ltd shares by the CEO, Mr Roger Corbett.

Mr Strong stated:- "As foreshadowed in August this year, Roger Corbett has sold a second tranche of his Woolworths holding in order to repay loans incurred to purchase these shares as well as for financial planning purposes. This includes the maturing of the collar arrangements entered into as a prerequisite to secure the loan funds to purchase the shares."

"Roger Corbett had indicated his intention to retain a significant shareholding in Woolworths on a long term basis, as a demonstration of his commitment to and confidence in the long term growth and success of the Company."

....

R. K.S. Jeffs
Company Secretary
Woolworths Limited

Dated: 23 December 2004

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	Woolworths Limited
ABN	88 000 014 675

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	Roger Campbell Corbett
Date of last notice	7 September 2004

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.

Direct or indirect interest	Direct Interest
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Not Applicable
Date of change	16 December 2004
No. of securities held prior to change	1,341,165
Class	Fully Paid Ordinary
Number acquired	Nil
Number disposed	1,048,000
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	$15,437,040
No. of securities held after change	293,165
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-Market

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.

Detail of contract	As disclosed in attached statement
Nature of interest	As disclosed in attached statement
Name of registered holder (if issued securities)	" " " " " " "
Date of change	" " " " " " "
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	" " " " " " "
Interest acquired	" " " " " " "
Interest disposed	" " " " " " "
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	" " " " " " "
Interest after change	" " " " " " "

RKS JEFFS
COMPANY SECRETARY

DATE : 23/12/04