

10 May 2006

BY FAX - ORIGINAL IN POST
(61 2 8888 1028)

Woolworths Limited
1 Woolworths Way
Bella Vista NSW 2153

Re: Notice of Person Ceasing to be a Substantial Shareholder Under Section 671B

Mr. Tom Pockett / CFO:

Enclosed is a Notice under Section 671B of Person Ceasing to be a Substantial Shareholder dated 09 May 2006.

Please note that one or more of the affiliates of The Capital Group Companies, Inc. have made notifications to your company pursuant to Section 671B in the past.

For the purposes of this Notice an outstanding share balance of 1,164,256,964 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 Gina Martinez or Vivien Tan at (213) 615-0469, or send a fax message to (213) 486-9698. Alternatively, you may contact us via E-mail at GRGroup@capgroup.com.

Regards,

Gina Martinez
Compliance Associate

Form 605

Corporations Act 2001 Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme Woolworths Limited
ACN/ARSN

1. Details of substantial holder(1)

Name Capital Group Companies, Inc.
CAN/ARSN (if applicable) N/A

The holder ceased to be a substantial holder on 9 May 2006

The previous notice was given to the company on 1 March 2006

The previous notice was dated 28 February 2006

The shares reported were owned by accounts under the discretionary investment management of 5 investment management companies (Capital Research and Management Company, Capital International, Inc., Capital International S.A., 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.

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, 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 (4)	Consideration given in relation to change(5)	Class (6) and number of securities affected	Person's votes affected
01/03/2006 thru 09/05/2006	Capital Group Companies, Inc.	Decreased holdings	Average price of 18.1501 AUD	1,070,628 Ordinary Shares	1,070,628

See Annexure A dated 28 February 2006

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

4. Addresses

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

Name	Address
Capital Group Companies, Inc.	333 South Hope Street, 55 th Floor Los Angeles, CA 90071

The shares being reported are owned by accounts under the discretionary investment management of 5 investment management companies (Capital Research and Management Company, Capital International, Inc., Capital International S.A., 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.

See Annexure A dated 9 May 2006 (copy attached)

Signature

print name Liliane Corzo

capacity:

Counsel

sign here _____

date

10 May 2006

Annexure “A”

This is the Annexure of 19 pages marked Annexure “A” referred to in Form 605 signed by this corporation dated 9 May 2006.

The Capital Group Companies, Inc.

By:

Liliane Corzo
Counsel

Australia Annexure
Woolworths Limited

9 May 2006

CG Investment Management Company
 Capital Guardian Trust Company

<u>Account Number</u>	<u>Number of Shares</u>	<u>% Held</u>
44000300	3,135,037	
44000500	193,380	
44001800	113,667	
44002000	143,397	
44002300	106,358	
44003200	743,752	
44022700	20,101	
44022900	1,331,014	
44023800	32,166	
44023900	48,869	
44024600	120,495	
44025900	219,224	
44028100	109,395	
44028600	56,105	
44029600	39,958	
44029700	150,697	
44030600	156,190	
44032100	60,434	
44034900	36,284	
44035800	14,566	
44036100	23,811	
44036500	666,066	
44036900	110,546	
44037400	31,661	
44038900	208,061	
44040900	69,842	
44041200	63,760	
44042000	196,495	
44043000	31,474	
44043200	25,308	
44044000	27,917	
44044700	30,411	
44045800	18,937	
44045900	354,634	
44046700	20,976	
44046800	26,240	
44054400	14,051	
44099400	153,896	
44100400	1,573	
44104100	1,695	
44110400	5,060	
44114000	1,968	
44114300	3,503	
44117600	3,359	
44117900	1,745	
44118300	8,711	
44121000	1,398	
44121200	2,781	
44123200	8,986	
44123600	5,776	
44123700	4,446	
44123800	2,273	
44123900	4,090	
44124700	2,589	

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<u>CG Investment Management Company</u>	<u>Account Number</u>	<u>Number of Shares</u>	<u>% Held</u>
	44127600	15,701	
	44129300	2,275	
	44130300	13,030	
	44130400	7,573	
	44130700	1,135	
	44132000	13,165	
	44132100	2,750	
	44132400	1,886	
	44133300	4,062	
	44133800	7,750	
	44134300	4,928	
	44134400	1,870	
	44135000	1,316	
	44135300	3,040	
	44135400	1,563	
	44135500	1,939	
	44135600	2,614	
	44136000	1,006	
	44136100	1,747	
	44137200	3,379	
	44137300	3,174	
	44137400	2,661	
	44137800	1,729	
	44139400	3,024	
	44139700	43,624	
	44140000	1,356	
	44142000	3,641	
	44142300	1,721	
	44142500	32	
	44142600	1,644	
	44143100	2,600	
	44143300	1,928	
	44144500	2,865	
	44144800	4,092	
	44144900	2,003	
	44145300	4,270	
	44146300	2,814	
	44146400	6,400	
	44146800	5,307	
	44147000	4,520	
	44147100	1,918	
	44147200	1,918	
	44147700	2,764	
	44149600	54	
	44149900	6,816	
	44150000	1,590	
	44150600	1,892	
	44150700	6,905	
	44150800	2,113	
	44151500	3,627	
	44151700	4,714	
	44152400	1,529	
	44152600	5,787	
	44153300	4,284	

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<u>CG Investment Management Company</u>	<u>Account Number</u>	<u>Number of Shares</u>	<u>% Held</u>
	44154500	1,009	
	44154800	3,156	
	44155600	26,901	
	44156000	2,517	
	44156400	1,894	
	44156600	1,296	
	44158800	4,603	
	44159600	2,293	
	44159700	4,730	
	44167600	1,602	
	44168701	2,974	
	44169000	402	
	44172400	4,845	
	44172500	5,450	
	44180200	1,552	
	44185400	2,086	
	44186400	5,765	
	44186600	9,819	
	44186800	3,146	
	44187500	1,254	
	44188300	8,557	
	44191600	2,322	
	44195000	1,334	
	44210301	1,784	
	44218900	1,322	
	44219800	1,206	
	44221800	5,518	
	44222100	1,535	
	44222600	2,021	
	44222800	2,647	
	44222900	4,158	
	44223200	2,879	
	44223300	3,723	
	44223900	2,538	
	44224400	26,056	
	44224500	99	
	44224600	1,938	
	44224800	1,451	
	44225200	1,027	
	44226100	3,294	
	44227100	4,138	
	44227800	6,585	
	44228800	1,117	
	44229100	12,060	
	44229500	3,298	
	44229600	7,354	
	44232200	16,174	
	44232300	2,016	
	44233100	3,137	
	44234000	1,835	
	44234600	1,505	
	44235000	1,376	
	44236301	4,028	
	44237200	3,627	

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<u>CG Investment Management Company</u>	<u>Account Number</u>	<u>Number of Shares</u>	<u>% Held</u>
	44237800	2,476	
	44237900	2,487	
	44239000	1,679	
	44240300	2,634	
	44240400	1,424	
	44240600	24,718	
	44240800	23,950	
	44255000	925,739	
	44255500	94,855	
	44255900	17,103	
	44256500	17,827	
	44258000	6,457	
	44259200	98,339	
	44259300	64,382	
	44260104	56,945	
	44261300	279,667	
	44263800	19,889	
	44267200	25,415	
	44267300	18,596	
	44268600	18,148	
	44269700	12,084	
	44270600	135,371	
	44271500	89,713	
	44271700	193,799	
	44273000	29,959	
	44273400	37,540	
	44276100	30,154	
	44276200	24,538	
	44277700	106,442	
	44278600	13,702	
	44279100	63,723	
	44281100	124,518	
	44281200	22,178	
	44282300	82,131	
	44282700	46,608	
	44283000	11,011	
	44283700	9,962	
	44283900	96,539	
	44285500	86,220	
	44286300	39,288	
	44287000	20,974	
	44288400	21,348	
	44288500	35,453	
	44289000	8,113	
	44295500	59,655	
	44295800	121,979	
	44295900	59,397	
	44296400	123,256	
	44298200	62,594	
	44298400	5,559	
	44298700	423	
	44301500	63,169	
	44302000	881	
	44302300	17,509	

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<u>CG Investment Management Company</u>	<u>Account Number</u>	<u>Number of Shares</u>	<u>% Held</u>
	44303200	275,248	
	44303300	37,926	
	44304500	937	
	44304600	269,055	
	44304700	16,986	
	44305300	66,370	
	44307100	20,129	
	44308500	18,560	
	44308600	54,529	
	44313400	9,065	
	44313500	10,904	
	44313700	40,395	
	44315000	226,163	
	44316400	56,473	
	44316500	31,900	
	44316900	21,044	
	44317300	89,642	
	44318100	30,014	
	44318300	10,844	
	44319000	75,498	
	44321900	32,886	
	44323000	14,470	
	44323800	35,338	
	44326600	4,969	
	44326800	28,050	
	44328100	14,158	
	44328400	22,230	
	44328900	603,602	
	44329500	41,003	
	44331100	45,643	
	44331200	49,183	
	44331900	86,412	
	44334800	13,631	
	44335700	6,396	
	44336000	98,756	
	44336100	14,889	
	44338600	14,889	
	44339400	31,982	
	44341900	90,921	
	44342000	57,781	
	44343600	30,450	
	44344600	34,532	
	44344700	4,193	
	44344800	9,668	
	44345600	311,344	
	44346000	19,085	
	44346500	17,824	
	44346900	50,651	
	44348800	118,883	
	44349500	8,910	
	44350400	14,576	
	44350600	172,587	
	44350700	33,503	
	44351200	63,158	

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<u>CG Investment Management Company</u>	<u>Account Number</u>	<u>Number of Shares</u>	<u>% Held</u>
	44351500	40,796	
	44351800	46,142	
	44351900	83,268	
	44352000	198,260	
	44352100	41,981	
	44352200	13,007	
	44352400	19,478	
	44353000	21,003	
	44353900	53,624	
	44355500	13,941	
	44356000	12,194	
	44356100	29,572	
	44356300	79,035	
	44356500	145,547	
	44356900	44,934	
	44357000	1,402	
	44357100	19,169	
	44357800	239,654	
	44358000	235,270	
	44358800	138,183	
	44359100	8,520	
	44359200	94,467	
	44359300	65,621	
	44359400	128,797	
	44359700	22,035	
	44359800	182,923	
	44359900	35,693	
	44360400	24,344	
	44363200	30,075	
	44364300	4,428	
	44364400	949	
	44364600	83,470	
	44364900	1,047	
	44366400	7,511	
	44368900	10,668	
	44369400	26,305	
	44650101	4,764	
	44650301	4,228	
	44650501	4,555	
	44651300	46,126	
	44652000	5,004	
	44653901	5,290	
	44655200	789	
	44655300	895	
	44655500	887	
	44655800	51	
	44655900	51	
	44656700	687	
	44656800	741	
	44656900	733	
	44659900	22,679	
	44660000	1,592	
	44660100	1,614	
	44660400	1,173	

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<u>CG Investment Management Company</u>	<u>Account Number</u>	<u>Number of Shares</u>	<u>% Held</u>
	44662300	6,749	
	44662800	1,864	
	44663400	10,730	
	44663600	5,638	
	44664500	1,239	
	44666701	1,856	
	44667100	3,319	
	44668600	2,129	
	44669500	4,177	
	44669700	1,046	
	44670100	2,299	
	44671000	3,924	
	44671900	24,168	
	44674700	6,524	
	44675301	2,065	
	44675401	1,549	
	44675601	2,065	
	44675701	3,718	
	44676100	4,497	
	44677200	6,197	
	44678200	1,374	
	44678300	3,848	
	44678600	2,246	
	44678700	7,845	
	44678900	6,541	
	44679200	1,036	
	44800100	43,804	
	44940300	520,484	
	44941800	37,694	
	44950900	76,239	
	44951300	380,782	
	70250000	11,220	
	70252000	2,537	
	70252300	2,096	
	70252400	1,449	
	70253200	1,601	
	70253400	3,083	
	70255600	29,983	
	70257900	3,341	
	70259500	15,940	
	70260000	11,279	
	70262400	2,451	
	70262900	87,784	
	70263000	78,044	
	70263100	1,166	
	70263300	2,389	
	70263600	2,495	
	70263800	10,828	
	70264100	1,047	
	70264500	4,811	
	70264700	5,473	
	70264800	1,136	
	70264900	2,271	
	70265000	1,755	

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<u>CG Investment Management Company</u>	<u>Account Number</u>	<u>Number of Shares</u>	<u>% Held</u>
	70265100	3,201	
	70265200	2,580	
	70266000	4,608	
	70266100	1,425	
	70266200	1,452	
	70266900	3,304	
	70267100	10,844	
	70267200	3,662	
	70269000	2,739	
	70269500	1,479	
	70269600	1,472	
	70269700	1,583	
	70269800	1,232	
	70270100	1,622	
	70271300	11,413	
	70271700	16,003	
	70272800	2,347	
	70272900	5,675	
	70273500	2,415	
	70273800	2,500	
	70273900	2,458	
	70274400	1,128	
	70275400	20,806	
	70276300	28,525	
	70279500	6,460	
	70281200	3,172	
	70281700	2,595	
	70501300	447	
	70501400	4,279	
	70501500	1,540	
	70501600	2,357	
	70501700	2,310	
	70502500	1,624	
	70504000	1,478	
	70504700	3,455	
	70505100	0	
	70505400	830	
	70505500	3,298	
	70506000	916	
	70681000	4,130	
	70681500	8,179	
	70682300	4,299	
	70682500	5,869	
	70682600	4,546	
	70683300	3,146	
	70683500	2,118	
	70685200	4,715	
	70686100	1,531	
	70686400	2,047	
	70686500	915	
	70687600	2,427	
	70687900	7,196	
	70688100	144	
	70690400	966	

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<u>CG Investment Management Company</u>	<u>Account Number</u>	<u>Number of Shares</u>	<u>% Held</u>
	70691500	1,363	
	70693300	2,763	
	70693500	8,054	
	70693600	21,893	
	70694000	5,543	
	70695200	2,621	
	70695400	9,846	
	70696000	2,637	
	70696600	1,846	
	70697000	5,842	
	70697200	1,204	
	70699300	6,855	
	70699600	828	
	70700000	2,309	
	70700100	1,930	
	70700300	3,956	
	70700400	1,114	
	70701100	1,425	
	70701200	8,038	
	70701500	1,060	
	70701700	2,989	
	70701800	1,838	
	70702400	1,649	
	70702600	2,537	
	70702900	2,789	
	70703000	2,789	
	70703100	2,789	
	70703300	3,938	
	70703400	8,840	
	70704300	831	
	70704600	6,446	
	70705100	178	
	70705600	1,952	
	70706300	2,342	
	70708000	1,382	
	70708200	3,192	
	70708400	2,808	
	70708600	3,978	
	70709400	2,621	
	70709500	2,307	
	70710100	1,788	
	70712100	1,744	
	70712700	5,056	
	70713000	4,609	
	70713200	1,306	
	70713300	1,311	
	70713800	10,085	
	70715400	9,190	
	70715900	3,386	
	70716000	4,135	
	70716200	1,153	
	70717200	10,359	
	70718600	1,417	
	70718700	1,122	

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<u>CG Investment Management Company</u>	<u>Account Number</u>	<u>Number of Shares</u>	<u>% Held</u>
	70719000	1,890	
	70719100	2,731	
	70719500	1,256	
	70719600	3,453	
	70720200	2,103	
		20,756,756	
Capital International Limited	43051000	237,697	
	43051100	31,505	
	43051300	136,119	
	43051400	27,165	
	43051500	109,834	
	43051800	50,238	
	43057200	5,546	
	43057300	13,418	
	43057400	3,241	
	43057600	24,836	
	43057700	9,585	
	43057800	22,553	
	43069400	7,615	
	43400500	46,345	
	43401300	160,112	
	43401400	37,633	
	43401500	72,131	
	43401700	111,325	
	43402300	113,481	
	43404200	2,350	
	43404700	142,812	
	43404900	44,320	
	43405500	26,055	
	43405700	12,313	
	43405800	12,032	
	43406000	37,811	
	43410500	122,095	
	43411100	630,536	
	43411200	131,576	
	43411300	36,848	
	43411800	89,289	
	43412500	60,822	
	43412700	83,738	
	43412800	40,480	
	43413000	200,144	
	43413100	384,172	
	43413200	61,752	
	43414100	34,985	
	43415000	83,151	
	43415700	369,501	
	43415900	63,184	
	43417500	150,556	
	43417600	79,875	
	43417700	639,679	
	43417800	20,452	
	43418100	96,804	

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<u>CG Investment Management Company</u>	<u>Account Number</u>	<u>Number of Shares</u>	<u>% Held</u>
	43418300	154,387	
	43418400	222,938	
	43418500	126,097	
	43418600	159,972	
	43418800	151,469	
	43419100	92,012	
	43419200	11,868	
	43419300	199,760	
	43419500	95,729	
	43419700	49,481	
	43419800	32,160	
	43420200	155,871	
	43424300	11,832	
	43425200	83,977	
	43425300	48,311	
	43425400	26,321	
	43425700	170,346	
	43425800	59,378	
	43426200	183,597	
	43426300	258,252	
	43426400	192,254	
	43426700	725,265	
	43426800	91,779	
	43426900	136,350	
	43427100	624,562	
	43427200	39,289	
	43428200	67,405	
	43428300	67,694	
	43428600	115,689	
	43432100	10,688	
	43432200	124,408	
	43433100	37,224	
	43433200	113,404	
	43434000	16,664	
	43435100	206,135	
	43436100	35,812	
	43437100	164,032	
	43437300	57,769	
	43437400	153,924	
	43438100	13,255	
	43439100	107,757	
	43439200	377,160	
	43440200	14,066	
	43440300	6,320	
	43440400	10,253	
	43440800	7,609	
	43441200	70,845	
	43441300	3,783	
	43441800	51,069	
	43441900	51,911	
	43444200	20,515	
	43444300	92,064	
	43444700	7,270	
	43444900	58,887	

Australia Annexure
Woolworths Limited

9 May 2006

<u>CG Investment Management Company</u>	<u>Account Number</u>	<u>Number of Shares</u>	<u>% Held</u>
	43445200	114,851	
	43445300	10,958	
	43445400	18,234	
	43446100	15,475	
	43446200	4,822	
	43450500	262,036	
	43451200	111,327	
	43451300	45,660	
	43451600	49,377	
	43451700	78,785	
	43451900	227,691	
	43455100	169,410	
	43455200	47,753	
	43455300	51,319	
	43455400	38,712	
	43457100	113,053	
	43459100	173,254	
	43460100	11,961	
	43463100	46,561	
	43463500	142,126	
	43463600	54,582	
	43464300	19,257	
	43464600	42,641	
	43464700	281,462	
	43466000	7,126	
	43466100	281,785	
	43467700	15,193	
	43473300	36,218	
	43484100	47,945	
	43487100	40,126	
	43487200	258,243	
	43487400	210,276	
	43487500	109,382	
	43487600	90,174	
	43487700	51,233	
	43487800	56,835	
	43488100	110,507	
	43494100	48,409	
	43494200	30,072	
	43500400	35,973	
	43500500	51,270	
	43503400	4,525	
	43503500	30,604	
	43503800	14,634	
	43504500	6,282	
	43504600	4,037	
	43505100	122,180	
	43506200	30,551	
	43506300	6,657	
	43506400	5,704	
	43506500	12,530	
	43507200	18,025	
	43507300	18,310	
	43507400	33,263	

Australia Annexure
Woolworths Limited

9 May 2006

<u>CG Investment Management Company</u>	<u>Account Number</u>	<u>Number of Shares</u>	<u>% Held</u>
	43507500	71,436	
	43507600	35,182	
	43510000	18,922	
	43510200	47,353	
	43510300	18,932	
	43510600	50,214	
	43510700	13,188	
	43510800	12,838	
	43510900	19,259	
	43511200	26,232	
	43511300	15,461	
	43511900	21,738	
	43512000	113,972	
	43512200	6,475	
	43513300	56,141	
	43513500	8,978	
	43513600	18,206	
	43518500	41,971	
	43537100	12,539	
	43551100	190,162	
	43558100	41,598	
	43558600	425,391	
	43560100	334,366	
	43564100	38,336	
	43564200	14,421	
	43564300	13,470	
	43565100	23,176	
	43565200	21,078	
	43565300	60,613	
	43565400	57,048	
	43565500	50,337	
	43565600	44,779	
	43565700	11,504	
	43565800	48,142	
	43565900	11,954	
	43566100	85,679	
	43570100	203,399	
	43570200	23,969	
	43570300	15,083	
	43570400	75,435	
	43570500	23,297	
	43573100	127,392	
	43574100	127,288	
	43574200	207,706	
	43575100	89,078	
	43576300	16,104	
	43576500	20,043	
	43576700	25,051	
	43576800	12,702	
	43579300	13,055	
	43583100	1,278,137	
	43594100	30,272	
		19,333,058	

Australia Annexure
Woolworths Limited

9 May 2006

<u>CG Investment Management Company</u>	<u>Account Number</u>	<u>Number of Shares</u>	<u>% Held</u>
Capital International S.A.	45415100	11,010	
	45415200	21,544	
	45415800	36,224	
	45426000	176,001	
	45440600	29,800	
	45464400	15,367	
	45486100	5,830	
	45500200	45,426	
	45500300	135,489	
	45500700	27,981	
	45500800	56,124	
	45500900	29,166	
	45503100	5,835	
	45503200	7,408	
	45503300	15,415	
	45504400	4,217	
	45508100	38,776	
	45508200	38,358	
	45508400	12,565	
	45508500	17,910	
	45508700	20,588	
	45509000	9,384	
	45513100	10,172	
	45515100	14,812	
	45515600	5,069	
	45516200	64,397	
	45520300	31,268	
	45520900	6,218	
	45522000	9,799	
	45525200	27,254	
	45590100	790,260	
		1,719,667	
Capital International, Inc.	46050500	136,793	
	46050600	11,025	
	46056500	11,066	
	46056600	6,533	
	46343400	83,835	
	46364700	12,032	
	46453700	13,617	
	46459700	11,694	
	46520100	160,823	
	46520600	5,289	
	46520800	10,139	
	46521300	23,361	
	46521400	13,683	
	46521500	7,253	
	46521700	11,689	
	46521800	7,024	
	46521900	9,475	
	46600000	24,940	
	46601000	10,382	

**Australia Annexure
Woolworths Limited**

9 May 2006

<u>CG Investment Management Company</u>	<u>Account Number</u>	<u>Number of Shares</u>	<u>% Held</u>
	46601800	27,225	
	46602000	2,380	
	46642200	44,968	
		645,226	
Capital Research and Management Company	11000006	3,510,482	
	11000016	8,410,292	
	11000033	1,900,000	
	11000071	1,245,733	
	11000077	450,040	
	11000813	83,001	
		15,599,548	
GRAND TOTAL		58,054,255	4.99%

Nominee List

Woolworths Limited 09 May 2006

Nominee Name

ANZ Nominees

Level 25, Collins Street

GPO Box 2842 AA

Melbourne 3001 VIC

43402300	113,481
43413100	384,172
43413200	61,752
43419200	11,868
43426700	725,265
43436100	35,812
43438100	13,255
43445400	18,234
43506300	6,657
43507600	35,182
43512000	113,972
43513300	56,141
43551100	190,162
44139400	3,024
44142600	1,644
44282700	46,608
44298200	62,594
44359100	8,520
44363200	30,075
44364300	4,428
44364400	949
44364900	1,047
45415800	36,224
45486100	5,830
45500800	56,124
45503100	5,835
45513100	10,172
45525200	27,254
46520800	10,139
46521700	11,689
70274400	1,128
70700400	1,114
Total Shares:	2,090,350

ANZ Nominees Limited (Melbourne)

GPO Box 2842AA

Melbourne, Victoria 3001

Australia

43411800	89,289
43417600	79,875
43417800	20,452
43419700	49,481
43424300	11,832
43428600	115,689
43432100	10,688

Nominee List

Woolworths Limited 09 May 2006

Nominee Name

43437300	57,769
43446100	15,475
43446200	4,822
43451200	111,327
43510600	50,214
43565100	23,176
43594100	30,272
44054400	14,051
44328100	14,158
45500700	27,981
45500900	29,166
Total Shares:	755,717

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

43404900	44,320
43440300	6,320
43506500	12,530
44224800	1,451
Total Shares:	64,621

Bank of New York Nominees
Bank of New York
3 Birchin Lane
London EC3V 9BY

43404700	142,812
43576500	20,043
43579300	13,055
44356000	12,194
46521400	13,683
46521800	7,024
70269800	1,232
70270100	1,622
Total Shares:	211,665

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

43051100	31,505
43057200	5,546
43057300	13,418
43415000	83,151
43415700	369,501
43418300	154,387
44034900	36,284
44036900	110,546
44040900	69,842

Nominee List

Woolworths Limited 09 May 2006

Nominee Name

44041200	63,760
44046800	26,240
44132100	2,750
44135400	1,563
44263800	19,889
44268600	18,148
44269700	12,084
44271700	193,799
44283700	9,962
44283900	96,539
44298400	5,559
44298700	423
44302300	17,509
44303300	37,926
Total Shares:	1,380,330

Cede & Co.
55 Water Street
New York, NY 10006
44233100

3,137
Total Shares: 3,137

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

11000006	3,510,482
11000016	8,410,292
11000033	1,900,000
43051000	237,697
43401400	37,633
43411100	630,536
43411300	36,848
43418100	96,804
43418400	222,938
43428200	67,405
43439200	377,160
43441800	51,069
43484100	47,945
43503400	4,525
43503500	30,604
43505100	122,180
43510000	18,922
43510200	47,353
43510900	19,259
43511200	26,232
43513500	8,978
44000300	3,135,037
44000500	193,380

Nominee List

Woolworths Limited 09 May 2006

Nominee Name

44001800	113,667
44002000	143,397
44002300	106,358
44003200	743,752
44022900	1,331,014
44024600	120,495
44028600	56,105
44035800	14,566
44036500	666,066
44043000	31,474
44099400	153,896
44110400	5,060
44114000	1,968
44114300	3,503
44117900	1,745
44118300	8,711
44121000	1,398
44121200	2,781
44123200	8,986
44123600	5,776
44123700	4,446
44123800	2,273
44123900	4,090
44124700	2,589
44130400	7,573
44132400	1,886
44133300	4,062
44133800	7,750
44134400	1,870
44135300	3,040
44135600	2,614
44156000	2,517
44167600	1,602
44172400	4,845
44172500	5,450
44180200	1,552
44191600	2,322
44222100	1,535
44222800	2,647
44227100	4,138
44234000	1,835
44255000	925,739
44255500	94,855
44255900	17,103
44256500	17,827
44270600	135,371
44281100	124,518
44288500	35,453
44303200	275,248

Nominee List

Woolworths Limited 09 May 2006

Nominee Name

44350600	172,587
44352000	198,260
44352400	19,478
44359200	94,467
44359300	65,621
44650101	4,764
44650301	4,228
44650501	4,555
45500200	45,426
45500300	135,489
45504400	4,217
45520300	31,268
46642200	44,968
70250000	11,220
70252000	2,537
70252300	2,096
70252400	1,449
70253200	1,601
70253400	3,083
70255600	29,983
70257900	3,341
70259500	15,940
70260000	11,279
70262400	2,451
70263100	1,166
70263300	2,389
70263600	2,495
70263800	10,828
70264500	4,811
70264700	5,473
70264800	1,136
70264900	2,271
70265000	1,755
70265100	3,201
70265200	2,580
70266000	4,608
70266100	1,425
70266200	1,452
70266900	3,304
70267100	10,844
70267200	3,662
70272900	5,675
70279500	6,460
70281200	3,172
70281700	2,595
70501300	447
70501400	4,279
70501700	2,310
70681000	4,130

Nominee List

Woolworths Limited 09 May 2006

Nominee Name

70681500	8,179
70682300	4,299
70682500	5,869
70682600	4,546
70683300	3,146
70683500	2,118
70686100	1,531
70686400	2,047
70686500	915
70687600	2,427
70687900	7,196
70688100	144
70690400	966
70691500	1,363
70693300	2,763
70693500	8,054
70693600	21,893
70694000	5,543
70695200	2,621
70695400	9,846
70696000	2,637
70696600	1,846
70697000	5,842
70697200	1,204
70699300	6,855
70699600	828
70700000	2,309
70700100	1,930
70700300	3,956
70701100	1,425
70701200	8,038
70701500	1,060
70701700	2,989
70701800	1,838
70702400	1,649
70702600	2,537
70702900	2,789
70703000	2,789
70703100	2,789
70703300	3,938
70703400	8,840
70704600	6,446
70705100	178
70705600	1,952
70706300	2,342
70708000	1,382
70708200	3,192
70708400	2,808
70708600	3,978

Nominee List

Woolworths Limited 09 May 2006

Nominee Name

70709400	2,621
70709500	2,307
70710100	1,788
70712100	1,744
70712700	5,056
70713000	4,609
70713200	1,306
70713300	1,311
70713800	10,085
70719100	2,731
70720200	2,103
Total Shares:	25,675,016

Chase Manhattan Bank NA
Woolgate House
Coleman Street
London EC2P 2HD
44151700

44151700	4,714
Total Shares:	4,714

Chase Manhattan Nominee Ltd.
Australia

43406000	37,811
43417700	639,679
43419800	32,160
43425400	26,321
43487100	40,126
43511900	21,738
44130700	1,135
44135500	1,939
44136100	1,747
44142300	1,721
44142500	32
44143100	2,600
44143300	1,928
44144500	2,865
44144900	2,003
44146300	2,814
44146400	6,400
44146800	5,307
44147700	2,764
44150000	1,590
44150600	1,892
44150700	6,905
44150800	2,113
44152400	1,529
44154800	3,156
44156400	1,894
44185400	2,086

Nominee List

Woolworths Limited 09 May 2006

Nominee Name

44186400	5,765
44186800	3,146
44187500	1,254
44210301	1,784
44223200	2,879
44224600	1,938
44229600	7,354
44237200	3,627
44237800	2,476
44237900	2,487
44258000	6,457
44259200	98,339
44259300	64,382
44352100	41,981
44352200	13,007
44359900	35,693
44652000	5,004
44653901	5,290
44659900	22,679
44660000	1,592
44660100	1,614
44660400	1,173
44662300	6,749
44662800	1,864
44663400	10,730
44663600	5,638
44668600	2,129
44669700	1,046
44671000	3,924
44675601	2,065
44940300	520,484
44941800	37,694
44950900	76,239
44951300	380,782
45590100	790,260
46601000	10,382
Total Shares:	3,032,162

Chase Nominees Limited
Woolgate House
Coleman Street
London EC2P 2HD

44135000	1,316
44169000	402
44353900	53,624
44655200	789
44655300	895
44655500	887
44655800	51

Nominee List

Woolworths Limited 09 May 2006

Nominee Name

44655900	51
44656700	687
44656800	741
44656900	733
44670100	2,299
44675401	1,549
44676100	4,497
44678900	6,541
44679200	1,036
Total Shares:	76,098

Citibank Australia	
46056600	6,533
Total Shares:	6,533

Citibank NA	
Toronto	
46600000	24,940
Total Shares:	24,940

Citicorp Nominees PTY Ltd	
Level 26, Mitre 502-30	
101 Collins Street	
Melbourne, Victoria 3000	
43426300	258,252
43440200	14,066
43507400	33,263
43507500	71,436
43570400	75,435
44276200	24,538
45440600	29,800
Total Shares:	506,790

Commonwealth Bank of Australia	
Level 7, Bank House, 309-315 George St.	
Sydney NSW 2000	
Australia	
44042000	196,495
44045800	18,937
44267200	25,415
44278600	13,702
44286300	39,288
44304500	937
44318300	10,844
Total Shares:	305,618

Deutsche Bank Mannheim	
44140000	1,356
Total Shares:	1,356

Nominee List

Woolworths Limited 09 May 2006

Nominee Name

HKBA Nominees Ltd.

GPO Box 181

Sydney 2001

Australia

43410500

122,095

Total Shares:

122,095

Hong Kong Bank Australia

Level 8

1, O'Connell St, GPO Box 5302

Sydney NSW 2001

43401500

72,131

43455100

169,410

43455400

38,712

Total Shares:

280,253

HSBC

2 Leboh Ampang

50100 Kuala Lumpur, Malaysia

43441300

3,783

44356100

29,572

Total Shares:

33,355

HSBC Bank plc

Securities Services, Mariner House

Pepys Street

London EC3N 4DA

43405800

12,032

43451900

227,691

43464600

42,641

43473300

36,218

43511300

15,461

Total Shares:

334,043

Investors Bank & Trust Co.

44368900

10,668

Total Shares:

10,668

J.P. Morgan

44137800

1,729

44154500

1,009

44156600

1,296

44188300

8,557

44222600

2,021

44222900

4,158

44223300

3,723

44224500

99

44225200

1,027

Total Shares:

23,618

Nominee List

Woolworths Limited 09 May 2006

Nominee Name

JP Morgan Chase Bank

44669500

4,177

46601800

27,225

Total Shares:

31,402

Mellon Bank N.A.

London Branch

London

United Kingdom

44356900

44,934

44357000

1,402

44358000

235,270

44369400

26,305

Total Shares:

307,911

National Australia Custodian Services

5th Floor Sout

271 Collings Street

Melbourne, Victoria 3000

44153300

4,284

44239000

1,679

44240800

23,950

70269000

2,739

Total Shares:

32,652

National Australian Bank LTD.

271 Collins St.

5th Floor South

Melbourne, Victoria 3000

43051800

50,238

43057700

9,585

43401300

160,112

43405500

26,055

43405700

12,313

43411200

131,576

43413000

200,144

43417500

150,556

43418800

151,469

43419100

92,012

43419300

199,760

43419500

95,729

43425200

83,977

43426800

91,779

43427200

39,289

43428300

67,694

43432200

124,408

43433200

113,404

43434000

16,664

43435100

206,135

43439100

107,757

Nominee List

Woolworths Limited 09 May 2006

Nominee Name

43451300	45,660
43451600	49,377
43455200	47,753
43459100	173,254
43460100	11,961
43463500	142,126
43464300	19,257
43466100	281,785
43467700	15,193
43487200	258,243
43487400	210,276
43494100	48,409
43500400	35,973
43506400	5,704
43507300	18,310
43510300	18,932
43510700	13,188
43510800	12,838
43513600	18,206
43537100	12,539
43558100	41,598
43560100	334,366
43564100	38,336
43564200	14,421
43565200	21,078
43565500	50,337
43565600	44,779
43565700	11,504
43565800	48,142
43565900	11,954
43566100	85,679
43570100	203,399
43570300	15,083
43574200	207,706
43575100	89,078
44025900	219,224
44028100	109,395
44030600	156,190
44032100	60,434
44036100	23,811
44037400	31,661
44044000	27,917
44046700	20,976
44132000	13,165
44134300	4,928
44136000	1,006
44137200	3,379
44137300	3,174
44137400	2,661

Nominee List

Woolworths Limited 09 May 2006

Nominee Name

44145300	4,270
44151500	3,627
44158800	4,603
44159600	2,293
44221800	5,518
44227800	6,585
44229100	12,060
44240300	2,634
44240400	1,424
44240600	24,718
44267300	18,596
44273400	37,540
44279100	63,723
44282300	82,131
44289000	8,113
44295500	59,655
44301500	63,169
44304600	269,055
44304700	16,986
44305300	66,370
44307100	20,129
44308500	18,560
44316500	31,900
44323000	14,470
44326600	4,969
44326800	28,050
44328400	22,230
44331200	49,183
44334800	13,631
44338600	14,889
44341900	90,921
44344600	34,532
44344700	4,193
44344800	9,668
44346000	19,085
44346500	17,824
44346900	50,651
44349500	8,910
44351900	83,268
44353000	21,003
44366400	7,511
44671900	24,168
44678700	7,845
45464400	15,367
45503200	7,408
45508700	20,588
45515100	14,812
45520900	6,218
45522000	9,799

Nominee List

Woolworths Limited 09 May 2006

Nominee Name

46343400	83,835
46520600	5,289
46521300	23,361
46521500	7,253
70273900	2,458
70504000	1,478
Total Shares:	7,013,547

National Nominees
82 Pitt Street
Sydney, NSW 2000
Australia

44152600	5,787
44228800	1,117
44315000	226,163
44339400	31,982
44343600	30,450
44651300	46,126
Total Shares:	341,625

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

43426900	136,350
44331100	45,643
70262900	87,784
70263000	78,044
70271300	11,413
70275400	20,806
70276300	28,525
70505100	0
70715400	9,190
Total Shares:	417,754

Nortrust Nominees
155 Bishopsgate
London EC2M 3XS
United Kingdom

44139700	43,624
Total Shares:	43,624

Pictet & Cie, Geneva
45509000

Total Shares:	9,384
	9,384

State Street Australia Limited
Australia

46453700	13,617
46521900	9,475

Nominee List

Woolworths Limited 09 May 2006

Nominee Name

Total Shares: 23,092

State Street Bank & Trust Co.

44104100	1,695
44117600	3,359
44168701	2,974
44195000	1,334
44218900	1,322
44219800	1,206
44232300	2,016
44664500	1,239
44666701	1,856
70264100	1,047
70269500	1,479
70269600	1,472
70269700	1,583
70271700	16,003
70272800	2,347
70501500	1,540
70501600	2,357
70502500	1,624
70504700	3,455
70505400	830
70505500	3,298
70506000	916
70685200	4,715
70704300	831
70715900	3,386
70716000	4,135
70716200	1,153
70717200	10,359
70718600	1,417
70718700	1,122
70719000	1,890
70719500	1,256
70719600	3,453

Total Shares: 88,669

Westpac Banking Corp

43051300	136,119
43051400	27,165
43051500	109,834
43057400	3,241
43400500	46,345
43404200	2,350
43412500	60,822
43412800	40,480
43414100	34,985
43418500	126,097

Nominee List

Woolworths Limited 09 May 2006

Nominee Name

43418600	159,972
43425300	48,311
43426200	183,597
43427100	624,562
43433100	37,224
43437400	153,924
43440400	10,253
43440800	7,609
43444200	20,515
43444300	92,064
43444700	7,270
43444900	58,887
43463100	46,561
43466000	7,126
43487500	109,382
43488100	110,507
43504500	6,282
43504600	4,037
43512200	6,475
43518500	41,971
43570500	23,297
43573100	127,392
44022700	20,101
44023900	48,869
44029700	150,697
44100400	1,573
44159700	4,730
44224400	26,056
44226100	3,294
44229500	3,298
44234600	1,505
44235000	1,376
44236301	4,028
44277700	106,442
44281200	22,178
44359700	22,035
44678600	2,246
45415100	11,010
45508100	38,776
45508200	38,358
45508400	12,565
45515600	5,069
45516200	64,397
46364700	12,032
70273500	2,415
70273800	2,500
Total Shares:	3,080,205

Westpac Custodian Nominees

Nominee List

Woolworths Limited 09 May 2006

Nominee Name

50 Pitt Street, 8th Floor
Sydney, NSW 2000
Australia

11000071	1,245,733
11000077	450,040
11000813	83,001
43057600	24,836
43057800	22,553
43069400	7,615
43401700	111,325
43412700	83,738
43415900	63,184
43420200	155,871
43425700	170,346
43425800	59,378
43426400	192,254
43437100	164,032
43441200	70,845
43441900	51,911
43445200	114,851
43445300	10,958
43450500	262,036
43451700	78,785
43455300	51,319
43457100	113,053
43463600	54,582
43464700	281,462
43487600	90,174
43487700	51,233
43487800	56,835
43494200	30,072
43500500	51,270
43503800	14,634
43506200	30,551
43507200	18,025
43558600	425,391
43564300	13,470
43565300	60,613
43565400	57,048
43570200	23,969
43574100	127,288
43576300	16,104
43576700	25,051
43576800	12,702
43583100	1,278,137
44023800	32,166
44029600	39,958
44038900	208,061
44043200	25,308

Nominee List

Woolworths Limited 09 May 2006

Nominee Name

44044700	30,411
44045900	354,634
44127600	15,701
44129300	2,275
44130300	13,030
44142000	3,641
44144800	4,092
44147000	4,520
44147100	1,918
44147200	1,918
44149600	54
44149900	6,816
44155600	26,901
44186600	9,819
44223900	2,538
44232200	16,174
44260104	56,945
44261300	279,667
44271500	89,713
44273000	29,959
44276100	30,154
44283000	11,011
44285500	86,220
44287000	20,974
44288400	21,348
44295800	121,979
44295900	59,397
44296400	123,256
44302000	881
44308600	54,529
44313400	9,065
44313500	10,904
44313700	40,395
44316400	56,473
44316900	21,044
44317300	89,642
44318100	30,014
44319000	75,498
44321900	32,886
44323800	35,338
44328900	603,602
44329500	41,003
44331900	86,412
44335700	6,396
44336000	98,756
44336100	14,889
44342000	57,781
44345600	311,344
44348800	118,883

Nominee List

Woolworths Limited 09 May 2006

Nominee Name

44350400	14,576
44350700	33,503
44351200	63,158
44351500	40,796
44351800	46,142
44355500	13,941
44356300	79,035
44356500	145,547
44357100	19,169
44357800	239,654
44358800	138,183
44359400	128,797
44359800	182,923
44360400	24,344
44364600	83,470
44667100	3,319
44674700	6,524
44675301	2,065
44675701	3,718
44677200	6,197
44678200	1,374
44678300	3,848
44800100	43,804
45415200	21,544
45426000	176,001
45503300	15,415
45508500	17,910
46050500	136,793
46050600	11,025
46056500	11,066
46459700	11,694
46520100	160,823
46602000	2,380
Total Shares:	11,721,308