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	Thomas William Pockett
Date of last notice	3 September 2009

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
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Registered holder and beneficial owner
Date of change	9 September 2010 - 80,000 acquired 16 September 2010 - 80,000 disposed
No. of securities held prior to change	1) 133,000 Shares 2) 955,000 Options 3) 30,588 Rights
Class	1) Ordinary fully paid shares 2) Unlisted Options over Ordinary fully paid shares 3) Unlisted Performance Rights over Ordinary fully paid shares
Number acquired	80,000
Number disposed	80,000
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	80,000 acquired @ $16.46 80,000 disposed at Market Value

+ See chapter 19 for defined terms.

No. of securities held after change	133,000 Shares 875,000 Unlisted Options over Ordinary fully paid shares 30,588 Unlisted Performance Rights over Ordinary fully paid shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	80,000 shares (issued pursuant to the exercise of Options granted under the terms and conditions of the Woolworths Limited Long Term Incentive Plan (LTIP) in 2005) – and subsequently sold on-market to fund the exercise price and associated tax liability arising from the exercise of the options.

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	n/a
Nature of interest	
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	