

BHP BILLITON PLC  
Form 6-K  
August 28, 2007

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**Form 6-K**

REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

August 27, 2007

**BHP BILLITON LIMITED**

(ABN 49 004 028 077)

(Exact name of Registrant as specified in its charter)

VICTORIA, AUSTRALIA

(Jurisdiction of incorporation or organisation)

180 LONSDALE STREET, MELBOURNE, VICTORIA

3000 AUSTRALIA

(Address of principal executive offices)

**BHP BILLITON PLC**

(REG. NO. 3196209)

(Exact name of Registrant as specified in its charter)

ENGLAND AND WALES

(Jurisdiction of incorporation or organisation)

NEATHOUSE PLACE, VICTORIA, LONDON,

UNITED KINGDOM

(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:  Form 20-F  Form 40-F

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Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): [ ]

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): [ ]

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934: [ ] Yes [x] No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): n/a

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27 August 2007

To: Australian Securities Exchange

cc: New York Stock Exchange

Swiss Stock Exchange

JSE Limited

London Stock Exchange

Deutsche Bank

UBS Zurich

Notification of Change of Interests of Directors and Connected Persons

**(Australian Securities Exchange Listing Rules Appendix 3Y)**

(Listing Rules & Disclosure and Transparency Rules of the UK Listing Authority)

|                  |                      |                  |
|------------------|----------------------|------------------|
| Name of entities | BHP Billiton Limited | BHP Billiton Plc |
|                  | ABN 49 004 028 077   | REG NO 3196209   |

As part of a dual listed company structure, the Group voluntarily notifies all stock exchanges on which either BHP Billiton Limited or BHP Billiton Plc have primary or secondary listings, all those interests of directors and persons discharging managerial responsibilities of both entities in the securities of both entities (and changes to those interests) which are required to be disclosed under the Australian Securities Exchange (ASX) Listing Rules, the Listing Rules and Disclosure and Transparency Rules of the United Kingdom Listing Authority, the Australian Corporations Act, the United Kingdom Companies Acts and the Group's Securities Dealing Code.

We (the entities) advise the following information under ASX Listing Rule 3.19A.2, the UK Listing Authority Disclosure and Transparency Rule 3.1.4 and as agent for the director for the purposes of section 205G of the Australian Corporations Act and in accordance with the Group's Securities Dealing Code.

|                  |                 |
|------------------|-----------------|
| Name of director | Mr C W Goodyear |
|------------------|-----------------|

|                                     |  |
|-------------------------------------|--|
| Date of last notice                 | 11 December 2006   |
| Date issuer informed of transaction | 22 August 2007   |
| Date and place of transaction       | 22 August 2007 (place of transaction not applicable)   |
| Nature of transaction               | 76,569 Deferred Shares issued in 2005 under the BHP Billiton Limited Group Incentive Scheme became fully vested (refer Part 3) |

## Part 1 - Change of director's relevant interests in securities

Included in this Part are:

- in the case of a trust, interests in the trust made available by the responsible entity of the trust;
- details of the circumstance giving rise to the relevant interest;
- details and estimated valuation if the consideration is non-cash; and
- changes in the relevant interest of Connected Persons of the director.

|  |   |
|--|---|
| Direct or indirect interest  | -   |
| Nature of indirect interest<br>(including registered holder)   | -   |
| Date of change   | -   |
| No. of securities held prior to change   | -   |
| Class  | -   |
| Number acquired  | -   |
| Number disposed  | -   |
| Value/Consideration  | -   |
| No. of securities held after change  | -   |
| Nature of change<br><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | -   |
| Any additional information   | Mr Goodyear has a direct interest in 916,151 ordinary shares in BHP Billiton Limited. |

|  |  |
|--|--|
|  | <p>In addition to the above, Mr Goodyear also has an indirect interest in ordinary shares in BHP Billiton Limited held in the form of 41,302 American Depositary Shares. The registered holder is Cede and Company, and they are held on behalf of Mr Goodyear as beneficial owner.</p> <p>Mr Goodyear also has an indirect interest in shares of BHP Billiton Plc held in the form of 1,000 American Depositary Shares. The registered holder is Cede and Company, and they are held on behalf of Mr Goodyear and his wife as beneficial joint owners.</p> <p>There is no change to report on the above holdings.</p> |
|--|--|

Part 2 - Change of director's interests in contracts other than as described in Part 3

Included in this Part are:

- only details of a contract in relation to which the interest has changed; and
- details and estimated valuation if the consideration is non-cash.

|   |   |
|---|---|
| Detail of contract  | - |
| Nature of interest  | - |
| Name of registered holder<br>(if issued securities)                   | - |
| No. and class of securities to which interest related prior to change | - |
| Interest acquired   | - |
| Interest disposed   | - |
| Value/Consideration   | - |
| Interest after change   | - |

Part 3 - Change

**of director's interests in options or other rights granted by the entities**

Included in this Part are only details of options or other rights granted which have changed, save for the total number of securities over which options or other rights are held following this notification.

|               |   |
|---------------|---|
| Date of grant | - |
|---------------|---|

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|  |   |
|--|---|
| Period during which or date on which exercisable   | - |
| Total amount paid (if any) for the grant   | - |
| Description of securities involved:<br>class; number   | - |
| Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise | - |

|   |                   |                         |
|---|-------------------|-------------------------|
| Total number of securities over which options or other rights held at the date of this notice | 1,575,188         | -1 021 338 vested       |
|   | Options under the | ESP and GIS over        |
|   | 1 575 188         | ordinary shares of      |
|   | BHP Billiton      | Limited                 |
|   |                   |                         |
|   | 15,716            | -14 660 vested          |
| Performance Rights  |                   | under the PSP over 15   |
| 716   |                   | ordinary shares of BHP  |
| Billiton  |                   | Limited                 |
|   |                   |                         |
|   | 76,569            | - vested GIS Deferred   |
| Shares  |                   | (ordinary shares of BHP |
| Billiton  |                   | Limited)                |
|   |                   |                         |
|   | M6,691            | - maximum number of     |
| GIS Deferred  |                   | Shares (ordinary shares |
| of BHP  |                   | Billiton Limited)       |
|   |                   |                         |
|   | 1,692,558         | - maximum number of     |
| Performance   |                   | Shares (ordinary shares |
| of BHP  |                   | Billiton Limited) under |
| the LTIP  |                   |                         |

|                            |   |
|----------------------------|---|
|                            | <hr style="width: 30%; margin: 0 auto;"/><br><br><p>3,416,722      Total</p>  |
| Any additional information | <p>This notification is in respect of the vesting of 76,569 Deferred Shares under the BHP Billiton Limited Group Incentive Scheme (GIS).</p> <p>The service conditions relating to the Deferred Shares were met and consequently 76,569 Deferred Shares vested on 22 August 2007.</p> |

Part 4 - Contact details

|  |   |
|--|---|
| Name of authorised officers responsible for making this notification on behalf of the entities | <p>Mr R Mallett - BHP Billiton Limited</p> <p>Mrs I Watson - BHP Billiton Plc - BHP Billiton Plc</p>                                  |
| Contact details  | <p>Mr R Mallett Tel: +61 3 9609 3324<br/>Fax: +61 3 9609 4372</p> <p>Mrs I Watson Tel: +44 20 7802 4176<br/>Fax: +44 20 7802 3054</p> |

**BHP Billiton Limited ABN 49 004 028 077**  
Registered in Australia  
Registered Office: Level 27, 180 Lonsdale Street  
Melbourne Victoria 3000  
Telephone +61 1300 554 757 Facsimile +61 3 9609 3015

**BHP Billiton Plc Registration number 3196209**  
Registered in England and Wales  
Registered Office: Neathouse Place London SW1V 1BH  
United Kingdom  
Telephone +44 20 7802 4000 Facsimile +44 20 7802 4111

**The BHP Billiton Group is headquartered in Australia**







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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BHP Billiton Limited and BHP Billiton Plc

Date: 27 August 2007

By: Jane McAloon

\_\_\_\_\_  
Name: Jane McAloon  
Title: Group Company Secretary