

BHP BILLITON LTD
Form 6-K
February 19, 2009

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

December 9, 2008

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)

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

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 No

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

9 December 2008

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 Procedure.

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 Procedure.

| | |
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| Name of person discharging managerial responsibilities | Mr M J Kloppers |
| Date of last notice | 7 October 2008 |
| Date issuer informed of transaction | 8 December 2008 |
| Date and place of transaction | 4 December 2008 (place of transaction not applicable) |
| Nature of transaction | Award of Performance Shares under the Long Term Incentive Plan ("LTIP") and of Deferred Shares under the Group Incentive Scheme ("GIS"). |

Part 1 - Change of relevant interests in securities

Included in this Part are:

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

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|--|--|
| Direct or indirect interest | - |
| Nature of indirect interest (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 Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | - |
| Any additional information | <p>Mr Kloppers has an indirect interest in 396,683 ordinary shares in BHP Billiton Plc, as follows:</p> <p style="padding-left: 40px;">(i) K16,683 ordinary shares in BHP Billiton Plc registered in the name of Vidacos Nominees account "FGN" of which Mr Kloppers is the beneficial holder; and</p> <p style="padding-left: 40px;">(ii) 80,000 ordinary shares in BHP Billiton Plc held by the Kloppers Family Superannuation Fund and registered in the name of Vidacos Nominees Limited.</p> <p>Mr Kloppers has an indirect interest in 199 ordinary shares in BHP Billiton Limited held by Computershare Nominees . Mr Kloppers has a beneficial interest in these shares.</p> <p>There is no change to the above holding</p> <p>.</p> |

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

Included in this Part are:

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

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| Detail of contract | - |
| Nature of interest | - |
| Name of registered holder (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 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.

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| Date of grant | 4 December 2008 |
| Period during which or date on which exercisable | Performance Shares - August 2013 to August 2018 Deferred Shares - August 2010 to August 2013 |
| Total amount paid (if any) for the grant | - |
| Description of securities involved: class; number | 500,000 Performance Shares under the LTIP 95,847 Deferred Shares under the GIS |

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| | - |
| Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise | Nil |

Part 3 - Change

of interests in options or other rights granted by the entities (cont'd)

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| <p>Total number of securities over which options or other rights held at the date of this notice</p> | <p style="text-align: right;"><u>BHP Billiton Plc interests</u></p> <p style="text-align: center;">:</p> <p style="text-align: right;">90,071 - vested Deferred Shares (ordinary shares of BHP Billiton Plc) under the GIS for 2005 and 2006</p> <p style="text-align: right;">675,000 - maximum number of Performance Shares (ordinary shares of BHP Billiton Plc) under the LTIP</p> <p style="text-align: center;">—————</p> <p style="text-align: right;">765,071 - Total</p> <p style="text-align: right;"><u>BHP Billiton Limited interests:</u></p> <p style="text-align: right;">123,429 - maximum number of Deferred Shares (ordinary shares of BHP Billiton Limited) under the GIS</p> <p style="text-align: right;">833,327 - maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the LTIP</p> <p style="text-align: right;">199 - maximum number of matched shares (ordinary shares of BHP Billiton Limited) under Shareplus</p> <p style="text-align: center;">—————</p> |
|--|--|

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| | 956,955 - Total |
| Any additional information | This notification is in respect of the award of Performance Shares under the LTIP and Deferred Shares under the GIS |

Part 4 - Contact details

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|--|---|
| Name of authorised officers responsible for making this notification on behalf of the entities | Ms F Smith - BHP Billiton Limited Ms E Hobley - BHP Billiton Plc |
| Contact details | Ms F Smith Tel: +61 3 9609 3179 Fax: +61 3 9609 4372 Ms E Hobley Tel: +44 20 7802 4054 Fax: +44 20 7802 3054 |

BHP Billiton Limited ABN 49 004 028 077

BHP Billiton Plc Registration number 3196209

Registered in Australia

Registered in England and Wales

Registered Office: 180 Lonsdale Street Melbourne
Victoria 3000

Registered Office: Neathouse Place London SW1V
1BH United Kingdom

The BHP Billiton Group is headquartered in Australia

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: 9 December 2008

By: Jane McAloon

Name: Jane McAloon

Title: Group Company Secretary