

BHP BILLITON LTD
Form 6-K
December 20, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER

Pursuant to Rule 13a-16 or 15d-16 of

the Securities Exchange Act of 1934

December 20, 2013

<u>Commission File Number</u>	<u>Translation of registrant's name into English; Address of principal executive offices</u>
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	BHP Billiton Limited (ABN 49 004 028 077) 171 COLLINS STREET, MELBOURNE, VICTORIA 3000 AUSTRALIA
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-	BHP Billiton Plc (REG. NO. 3196209) NEATHOUSE PLACE, LONDON, UNITED KINGDOM
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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

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

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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): 82-.

Company Secretariat

20 December 2013

TO:
Australian Securities Exchange
London Stock Exchange

CC:
New York Stock Exchange
JSE Limited

Notification of Change of Interests of
Persons Discharging Managerial Responsibility
(Listing Rules & Disclosure and Transparency Rules of the UK Listing Authority)

Name of entities:
BHP Billiton Limited ABN 49 004 028 027
BHP Billiton Plc 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 Listing Rules and Disclosure and Transparency Rules of the United Kingdom Listing Authority and the Group's Securities Dealing document.

We (the entities) advise the following information under the UK Listing Authority Disclosure and Transparency Rule 3.1.4 and as agent for the person discharging managerial responsibilities in accordance with the Group's Securities Dealing document.

Name of person discharging managerial responsibilities:

Mr M Fraser

Date of last notice:

n/a

Date issuer informed of transaction:

19 December 2013

Date and place of transaction:

18 December 2013 (Johannesburg Stock Exchange for acquisition and sale) &

19 December 2013 (place of transaction not applicable for new awards)

Nature of transaction:

Award of Performance Shares under the Long Term Incentive Plan (“LTIP”), of Deferred Shares under the Group Short Term Incentive Plan (“GSTIP”) and of GMC Transitional Awards.

The acquisition of 14,720 ordinary shares in BHP Billiton Plc following the exercise of: 9,250 Restricted Shares under the 2010 Management Award Plan (MAP) and 5,470 Deferred Shares under the 2010 GSTIP. In addition, an on-market sale of 2,453 ordinary shares on the Johannesburg Stock Exchange, made in order to partially meet expected tax obligations.

Part 1—Change of 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:

Direct

Nature of indirect interest (including registered holder):

Mr Fraser also has an indirect interest in 127,010 ordinary shares in BHP Billiton Plc, as follows:

- i) 126,745 ordinary shares in BHP Billiton Plc held by HSBC Private Bank on behalf of Mr Fraser as beneficial owner;
- ii) 45 ordinary shares in BHP Billiton Plc held by Computershare Nominees on behalf of Shareplus participants as Acquired Shares under the scheme. Also 220 ordinary shares in BHP Billiton Plc held by Computershare Nominees on behalf of Shareplus participants where the holding period has been fulfilled. Shareplus is an all employee share purchase plan of the BHP Billiton Group.

No change to the indirect interests

Date of change:

18 December 2013

No. of securities held prior to change:

21,272 (Direct)

127,010 (Indirect)

Class:

Ordinary Shares in BHP Billiton Plc

Number acquired:

14,720

Number disposed:

2,453

Value/Consideration:

Exercise of 14,720 at nil cost

Sale of 2,453 at ZAR304.45 per share (BHP Billiton Plc)

No. of securities held after change:

33,539 (Direct)

127,010 (Indirect)

Nature of change (Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back):

Please see “Nature of transaction” above.

Any additional information:

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Part 2—Change of 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:

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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:

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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.

Date of grant:

19 December 2013

Period during which or date on which exercisable:

LTIP Performance Shares

– August 2018

GSTIP Deferred Shares

– August 2015

Transitional GMC Awards

– August 2016 (Tranche One)

– August 2017 (Tranche Two)

Total amount paid (if any) for the grant:

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Description of securities involved (class; number):

86,850 Performance Shares (BHP Billiton Limited) under the LTIP

5,020 Deferred Shares (BHP Billiton Limited) under the GSTIP

15,508 Transitional GMC Awards (Tranche One) (BHP Billiton Limited)

15,508 Transitional GMC Awards (Tranche Two) (BHP Billiton Limited)

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

Nil

Total number of securities over which options or other rights held at the date of this notice:

BHP Billiton Plc:

3,831

–maximum number of Deferred Shares (over ordinary shares of BHP Billiton Limited) under the GSTIP

11,330

–maximum number of Restricted Shares (over ordinary shares of BHP Billiton Limited) under the MAP

45

–maximum number of Matched Shares (over ordinary shares of BHP Billiton Limited) under Shareplus

15,206

–Total

BHP Billiton Limited:

86,850

–maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the LTIP

5,020

–maximum number of Deferred Shares (ordinary shares of BHP Billiton Limited) under the GSTIP

31,016

–maximum number of Transitional GMC Awards (over ordinary shares of BHP Billiton Limited)

10,045

–maximum number of Restricted Shares (over ordinary shares of BHP Billiton Limited) under the MAP

132,931

–Total

Any additional information:

This notification is in respect of the award of Performance Shares under the LTIP, Deferred Shares under the GSTIP and Transitional GMC Awards. Also, the exercise of BHP Billiton Plc previously vested awards: 9,250 Restricted Shares under the 2010 MAP and 5,470 Deferred Shares under the 2010 GSTIP.

Part 4 – Contact details:

Name of authorised officers responsible for making this notification on behalf of the entities:

Nicole Duncan

–BHP Billiton Limited

Geof Stapledon

–BHP Billiton Plc

Contact details

Nicole Duncan

Tel: +61 3 9609 2917

Fax: +61 3 9611 1044

Geof Stapledon

Tel: +44 20 7802 4176

Fax: +44 20 7802 3054

BHP Billiton Limited ABN 49 004 028 077

Registered in Australia

Registered Office:

171 Collins Street,

Melbourne Victoria 3000 Australia

BHP Billiton Plc Registration number 3196209

Registered in England and Wales

Registered Office:

Neathouse Place,

London SW1V 1BH UK

Members of the BHP Billiton Group which 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.

Date : December 20, 2013

BHP Billiton Limited (ABN 49 004 028 077) BHP Billiton
Plc (REG. NO. 3196209)

By: /s/ Jane McAloon
Name: Jane McAloon
Title: Group Company Secretary