

BHP BILLITON PLC
Form 6-K
April 27, 2007

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

April 26, 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)

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

Issued by: BHP Billiton Plc

BHP Billiton Limited

To:
London Stock Exchange
Australian Stock Exchange

Cc:
New York Stock Exchange
JSE Limited
Swiss Stock Exchange
Deutsche Bank
UBS Zurich

Date: 26 April 2007

For Release: Immediately

BHP BILLITON PLC - TRANSACTION IN SHARES

BHP Billiton Plc announces that, further to the resolution approved at the AGM held on 26 October 2006 relating to the reduction of share capital in BHP Billiton Plc by the cancellation of all the shares held by BHP Billiton Limited on 31 March 2007, 34,400,000 ordinary shares of BHP Billiton Plc were cancelled on 23 April 2007 and a sum of US\$17,200,000 being equal to the reduction in share capital, was transferred to a special reserve. The total number shares cancelled under the authorities granted at the AGM currently amounts to 101,685,000 ordinary shares of US\$0.50 each.

As a consequence of the cancellation of 34,400,000 ordinary shares of BHP Billiton Plc with effect from 23 April 2007, the number of shares held by BHP Billiton Limited as stated in our announcements of 23 and 24 April 2007 was incorrect. The number of shares held by BHP Billiton Limited on 23 and 24 April 2007 was 8,200,000 and 9,050,000 respectively. All other information in those announcements remains correct.

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In addition, BHP Billiton Limited announces that on 25 April 2007 it purchased 850,000 ordinary shares of BHP Billiton Plc at an average price of 1150.784118 pence per ordinary share.

Following the above transactions, BHP Billiton Plc holds 25,160,000 of its ordinary shares as treasury shares and BHP Billiton Limited holds 9,900,000 of the ordinary shares in BHP Billiton Plc, for a total of 35,060,000 shares. The total number of BHP Billiton Plc ordinary shares in issue (excluding shares held as treasury shares and shares held by BHP Billiton Limited) is 2,331,402,002.

For further information, please contact:

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BHP Billiton Limited
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Further information on BHP Billiton can be found on our Internet site: www.bhpbilliton.com

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BHP Billiton Limited ABN 49 004 028 077

Registered in Australia
Registered Office: Level 27, 180 Lonsdale Street Melbourne
Victoria 3000
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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

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: 26 April 2007

By: Karen Wood

Name: Karen Wood

Title: Group Company Secretary