

BHP BILLITON LTD  
Form 6-K  
October 11, 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

October 10, 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

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

10 October 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 Stock 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 M J Kloppers |
| Date of last notice | 27 August 2007  |

|                                     |   |
|-------------------------------------|---|
| Date issuer informed of transaction | 5 October 2007  |
| Date and place of transaction       | SharePlus Trust purchased the shares on the Australian Securities Exchange on 28 September 2007. The shares were allocated and the issuer informed on 5 October 2007. |
| Nature of transaction               | 33 ordinary fully paid shares of BHP Billiton Limited purchased under Shareplus.  |

## 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                                  | Indirect  |
| Nature of indirect interest<br>(including registered holder) | Shares are held directly by Computershare Nominees on behalf of all Shareplus participants. Mr Kloppers has a beneficial interest in 33 shares. Computershare Nominees CI Ltd is the registered holder.   |
| Date of change   | 5 October 2007  |
| No. of securities held prior to change                       | (refer below for details of Mr Kloppers' BHP Billiton Plc holding which is unchanged)   |
| Class  | Ordinary fully paid shares of BHP Billiton Limited  |
| Number acquired  | 33  |
| Number disposed  | -   |
| Value/Consideration  | A\$44.62 per share  |
| No. of securities held after change                          | 33  |
| Nature of change   | On market purchase through the Shareplus employee share plan Trust.   |
| Any additional information                                   | Shareplus is an all-employee share purchase plan. Under the plan, employees contribute monies to purchase shares (Acquired Shares), up to an annual contribution limit of US\$5,000 in any Plan year. Shares are purchased on a quarterly basis using the employees' contributions made each pay period over the preceding 3 months. Any Acquired Shares still held by employees at the end of a 3 year holding period will be matched by the company on a 1:1 basis. |

|  |   |
|--|---|
|  | <p>Mr Kloppers has a direct interest in 316,683 ordinary shares in BHP Billiton Plc.</p> <p>In addition to the above, Mr Kloppers also has an indirect interest in 80,000 ordinary shares in BHP Billiton Plc held by the Kloppers Family Superannuation fund, of which Mr Kloppers is a beneficiary. UBS Wealth Management Nominees Pty Ltd is the registered holder.</p> <p>Mr Kloppers as an Executive Director also has a notifiable interest under the United Kingdom legislation in 395,610 shares of BHP Billiton Plc, being the balance of shares held by ESOP Trustee Limited as trustee of the Billiton Employee Share Ownership Trust.</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                                    | - |
| 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 | 52,771  | - vested GIS                                       |
|   | Deferred Shares (ordinary Billiton Plc)   | shares of BHP                                      |
|   | 37,300  | - maximum number of                                |
|   | GIS Deferred BHP  | Shares (ordinary shares of Billiton Plc)           |
|   | N75,000   | - maximum number of                                |
|   | Performance BHP LTIP  | Shares (ordinary shares of Billiton Plc) under the |
|   | -----   |  |
|   | 765,071   | Total  |
|   | In addition, BHP Billiton Limited matched shares held pending satisfaction of the qualification conditions: |  |
|   | K3  | - maximum number of                                |
|   | matched shares Billiton   | (ordinary shares of BHP Limited) under Shareplus   |
| Any additional information  |   |  |

|  |  |
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|  | This notification is in respect of the first Acquired Shares under the Shareplus (share purchase) scheme (see Part 1). |
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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<br>Mrs I Watson - BHP Billiton Plc   |
| Contact details  | Ms F Smith Tel: +61 3 9609 3179<br>Fax: +61 3 9609 4372<br><br>Mrs I Watson Tel: +44 20 7802 4176<br>Fax: +44 20 7802 3054 |

**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: 10 October 2007

By: Jane McAloon

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Name: Jane McAloon  
Title: Group Company Secretary