

BHP BILLITON LTD  
Form 6-K  
October 13, 2004

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 6-K

REPORT OF FOREIGN ISSUER

PURSUANT TO RULE 13a-16 OR 15d-16 OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the Date of

11 October 2004

BHP Billiton Limited

ABN 49 004 028 077

180 Lonsdale Street

Melbourne Victoria 3000

Australia

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 | <input checked="" type="checkbox"/> |  | Form 40-F | <input type="checkbox"/> |
|-----------|-------------------------------------|--|-----------|--------------------------|

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 | <input type="checkbox"/> |  | No | <input checked="" type="checkbox"/> |
|-----|--------------------------|--|----|-------------------------------------|

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

11 October 2004

To: Australian Stock Exchange  
London Stock Exchange

cc: New York Stock Exchange  
Swiss Stock Exchange  
Johannesburg Stock Exchange  
Deutsche Bank

Notification of Change of Interests of Directors and Connected Persons

(Australian Stock Exchange Listing Rules Appendix 3Y)

|                  |                      |                  |
|------------------|----------------------|------------------|
| Name of entities | BHP Billiton Limited | BHP Billiton Plc |
|                  | ABN 49 004 028 077   | REG NO 3196029   |

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

We (the entities) advise the following information under ASX Listing Rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Australian Corporations Act and otherwise in accordance with the foregoing policy.

|                     |                  |
|---------------------|------------------|
| Name of director    | Mr M Salamon     |
| Date of last notice | 25 November 2003 |

## 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  | Direct   |
| Nature of indirect interest<br>(including registered holder)   | -  |
| Date of change   | 8 October 2004   |
| No. of securities held prior to change   | 21 849   |
| Class  | Ordinary shares of US\$0.50 of BHP Billiton Plc  |
| Number acquired  | 178 347  |
| Number disposed  | -  |
| Value/Consideration  | N/A  |
| No. of securities held after change  | 200 196  |
| Nature of change<br><br>Example: on-market trade,<br>off-market trade, exercise of options,<br>issue of securities under dividend<br>reinvestment plan, participation in<br>buy-back | Acquisition as a consequence of shares vesting on 8 October 2004 from the BHP Billiton Plc Restricted Share Scheme.  |
| Any additional information   | Mr Salamon has an indirect interest in 955 433 shares of BHP Billiton Plc. The registered holders are KB (CI) Nominees Limited and Gardenview Nominees (Pty) Limited as trustees of trusts in which Mr Salamon is a potential beneficiary. |

**There is no change to report to the above holdings.**

Mr Salamon as an Executive Director also has a notifiable interest under United Kingdom legislation in 3 746 937 shares of BHP Billiton Plc, being the balance of shares held by Billiton ESOP Trustee Limited as trustee of the Billiton Employee Share Ownership Trust.

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<br>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 | - |

Part 3 - Change

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

|   |   |  |
|---|---|--|
| Total number of securities over which options or other rights held at the date of this notice | 0   | - maximum number of shares in BHP Billiton Plc under the Restricted Share Scheme         |
|   | 95 295  | - shares in BHP Billiton Plc under the Co-Investment Plan                                |
|   | 282 762   | - Performance Shares in BHP Billiton Plc under the Group Incentive Scheme                |
|   | 89 056  | - maximum number of Deferred Shares in BHP Billiton Plc under the Group Incentive Scheme |
|   | 467 113   | Total  |
| Any additional information  | <p>This notification is in respect of BHP Billiton Plc Restricted Share Scheme and Co-Investment Plan.</p> <p>The performance conditions attached to the BHP Billiton Plc Restricted Share Scheme were met at the end of the first performance period and</p> |  |

|  |  |
|--|--|
|  | <p>consequently, a total of 178,347 shares vested on 8 October 2004. The remaining 19,816 shares lapsed on the same day.</p> <p>The first performance period in respect of BHP Billiton Plc Co-Investment Plan Awards ended on 30 September 2003. Based on the performance measured at the end of the first performance period, 60% out of a maximum of 80% Matching Shares were capable of vesting. The remaining 20% lapsed. Correspondingly, the maximum that can vest at the end of the second performance period has also been reduced, resulting in a total of 11,911 Matching Shares lapsed. Mr Salamon did not elect to leave the Co-Investment Plan at the end of the first performance period and will remain in the Plan until October 2005.</p> <p>Mr Salamon also holds awards of Deferred and Performance Shares under the Group Incentive Scheme.</p> |
|--|--|

Part 4 - Contact details

|  |   |
|--|---|
| Name of authorised officers responsible for making this notification on behalf of the entities | <p>Mr R V Taylor - BHP Billiton Limited</p> <p>Ms E A Hobley - BHP Billiton Plc - BHP Billiton Plc</p>  |
| Contact details  | <p>Mr R V Taylor Tel: +61 3 9609 3265</p> <p>Fax: +61 3 9609 4372</p> <p>Ms E A Hobley Tel: +44 20 7802 4054</p> <p>Fax: +44 20 7802 3054</p> |

BHP Billiton Limited ABN 49 004 028 077

BHP Billiton Plc Registration number 3196209

Registered in Australia  
 Registered Office: Level 27, 180 Lonsdale Street Melbourne Victoria  
 3000  
 Telephone +61 1300 554 757 Facsimile +61 3 9609 3015

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

/s/ KAREN WOOD

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Karen Wood

Title: Company Secretary

Date:

11 October 2004