BHP BILLITON LTD
Form 6-K
April 05, 2011

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

April 01, 2011

Commission File Number	Translation of registrant's name into English; Address of principal executive offices
	BHP Billiton Limited (ABN 49 004 028 077) 180 LONSDALE STREET, MELBOURNE, VICTORIA 3000 AUSTRALIA
-	BHP Billiton Plc (REG. NO. 3196209) NEATHOUSE PLACE, VICTORIA, LONDON, UNITED KINGDOM

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 **X** 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 **X**

If "Yes" is marked, indicate below the file number assigned to the

registrant in connection with Rule 12g3-2(b): 82-.

Company Secretariat

1 April 2011

To:
Australian Securities Exchange
London Stock Exchange

cc:
New York Stock Exchange
JSE Limited

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
ABN 49 004 028 077

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 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 document.

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 document.

Name of person discharging managerial responsibilities:
Mr M J Kloppers

Date of last notice:
5 January 2011

Date issuer informed of transaction:
1 April 2011

Date and place of transaction:
Shareplus employee share plan trust purchased the shares on the Australian Securities Exchange on 11 March 2011. The shares were allocated and the issuer informed on 1 April 2011.

Nature of transaction:
Due to the expiry of the Qualification Period and satisfaction of other conditions under the terms of the all employee share plan Shareplus (2008) the:
•acquisition of 168 Matched Shares (ordinary fully paid shares of BHP Billiton Limited) (see Part 3), and
•transfer of 168 Acquired Shares (ordinary fully paid shares of BHP Billiton Limited).
In addition, the acquisition of an indirect interest in 32 ordinary fully paid shares in BHP Billiton Limited under Shareplus 2010.

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
Indirect/Direct

Nature of indirect interest (including registered holder)
Mr Kloppers has an indirect interest in 608,591 ordinary shares in BHP Billiton Plc, as follows:
i)363,520 ordinary shares in BHP Billiton Plc registered in the name of Lynchwood Nominees Limited of which Mr Kloppers is the beneficial holder;
ii)80,000 ordinary shares in BHP Billiton Plc held by the Kloppers Family Superannuation Fund and registered in the name of Lynchwood Nominees Limited; and
iii)165,071 ordinary shares in BHP Billiton Plc held by Maricar Pty Ltd as trustee for the Maricar Family Trust and registered in the name of Lynchwood Nominees Limited.

No change to BHP Billiton Plc interests above

Mr Kloppers also has an indirect interest in 123,721* ordinary shares in BHP Billiton Limited, as follows:
iv)123,429 ordinary shares in BHP Billiton Limited held by Maricar Pty Ltd as trustee for the Maricar Family Trust and registered in the name of UBS Wealth Management Australia Nominees Pty Ltd; and
v)292* ordinary shares in BHP Billiton Limited held by Computershare Nominees on behalf of Shareplus participants as Acquired Shares under the scheme. Shareplus is an all employee share purchase plan of the BHP Billiton Group.
* Note – total above reflects shares transferred in this transaction (Acquired Shares) previously held by the Shareplus Nominee Computershare under Shareplus 2008 and the acquisition of shares under Shareplus 2010.

Date of change
1 April 2011

No. of securities held prior to change
608,591 (BHP Billiton Plc) – Indirect
123,857 (BHP Billiton Limited) – Indirect
320 (BHP Billiton Limited) – Direct

Class
Ordinary Shares in BHP Billiton Limited

Number acquired
168 (Matched Shares, Shareplus 2008)
32 (Acquired Shares, Shareplus 2010)

Number disposed
nil

Value/Consideration
Nil Matched Shares, Shareplus 2008
A$44.47 per Acquired Shares (Shareplus 2010)

No. of securities held after change
608,591 (BHP Billiton Plc) – Indirect
123,721 (BHP Billiton Limited) – Indirect
656 (BHP Billiton Limited) – Direct

Nature of change (Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back)
Under Shareplus 2008, the allocation and transfer of Matching Shares and transfer of Acquired Shares from Computershare Nominees.
Under Shareplus 2010, the acquisition of an indirect interest in Acquired Shares.

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 qualification period will be matched by the company on a 1:1 basis.

Part 2 – Change of interests in contracts other than as described in Part 4

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
N/A

Nature of interest
N/A

Name of registered holder (if issued securities)
N/A

No. and class of securities to which interest related prior to change —
Interest acquired
N/A

Interest disposed
N/A

Value/Consideration
N/A

Interest after change
N/A

Part 3 – Closed period

Were the interests in the securities or contracts detailed above traded during a closed period where prior written clearance was required?
No.

If so, was prior written clearance provided to allow the trade to proceed during this period?
N/A

If prior written clearance was provided, on what date was this provided?
N/A

Part 4 – 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
N/A
Period during which or date on which exercisable
N/A
Total amount paid (if any) for the grant
N/A
Description of securities involved:class; number
N/A
Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise
N/A

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

BHP Billiton Plc interests:

225,000 – maximum number of Performance Shares (ordinary shares of BHP Billiton Plc) under the LTIP

_____
225,000 – Total

BHP Billiton Limited interests:

1,283,327 – maximum number of Performance Shares (ordinary shares of BHP Billiton Limited) under the LTIP

101,782 – maximum number of Deferred Shares (ordinary shares of BHP Billiton Limited) under the GIS

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

_____

1,385,401 – Total

Any additional information

This notification is in respect of the vested Matched Shares under Shareplus where 168 Matched Shares under the 2008 scheme were purchased and of Acquired Shares under Shareplus 2010 (share purchase) scheme (see Part 1).

Part 5 – Contact details

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

Libby Joyner – BHP Billiton Limited
Geof Stapledon – BHP Billiton Plc

Contact details

Libby Joyner
Tel: +61 3 9609 2339
Fax: +61 3 9609 4372

Geof Stapledon
Tel: +44 20 7802 4176
Fax: +44 20 7802 3054

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 : April 01, 2011

BHP Billiton Limited (ABN 49 004 028 077)
By: /s/ Jane McAloon
Name: Jane McAloon
Title: Group Company Secretary