

BHP BILLITON PLC  
Form 6-K  
December 12, 2006

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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

December 11, 2006

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**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

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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

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11 December 2006

To: Australian Stock Exchange

cc: New York Stock Exchange

Swiss Stock Exchange

JSE Limited

London Stock Exchange

Deutsche Bank

UBS Zurich

Notification of Change of Interests of Persons Discharging Managerial Responsibilities and Connected Persons

(Listing Rules & Disclosure 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 Plc or BHP Billiton Limited have primary or secondary listings, all those interests of 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 Rules of the United Kingdom Listing Authority and the Group's Securities Dealing Code.

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

|  |                 |
|--|-----------------|
| Name of person discharging managerial responsibilities | Mr M P Randolph |
|--|-----------------|

|                                     |   |
|-------------------------------------|---|
| Date of last notice                 | 5 September 2006                                      |
| Date issuer informed of transaction | 7 December 2006                                       |
| Date and place of transaction       | 7 December 2006 (place of transaction not applicable) |

## 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 person discharging managerial responsibilities.

|  |   |
|--|---|
| Direct or indirect interest  | -   |
| Nature of indirect interest<br>(including registered holder and the identity of a Connected Person if applicable)  | -   |
| No. of securities held prior to change   | -   |
| Class  | -   |
| Number acquired  | -   |
| Number disposed  | -   |
| Value/Consideration  | -   |
| No. of securities held after change  | -   |
| Nature of change<br><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | -   |
| Any additional information   | Mr Randolph has a direct interest in 225,437 ordinary shares in BHP Billiton Limited.<br><br>There is no change to report on the above holding. |

## 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 (including the identity of a Connected Person if applicable) | - |
| Name of registered holder   | - |
| No. and class of securities to which interest related prior to change           | - |
| Interest acquired   | - |
| Interest disposed   | - |
| Value/Consideration   | - |
| Interest after change   | - |
| No. and class of securities to which interest related after the change          | - |

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  | 7 December 2006   |
| Period during which or date on which exercisable     | <ul style="list-style-type: none"> <li>• Performance Shares - August 2011 to August 2016</li> <li>• Deferred Shares - August 2008 to August 2011</li> </ul>                                       |
| Total amount paid (if any) for the grant             | -   |
| Description of securities involved:<br>class; number | <ul style="list-style-type: none"> <li>• 175,000 Performance Shares under the Long Term Incentive Plan (LTIP)</li> <li>• 29,455 Deferred Shares under the Group Incentive Scheme (GIS)</li> </ul> |

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

## Part 3 - Change

**of 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 | 61,654<br>shares   | maximum number of GIS Deferred Shares (ordinary of BHP Billiton Limited)               |
|   | 395,000<br>shares  | maximum number of Performance Shares (ordinary of BHP Billiton Limited) under the LTIP |
|   | 456,654  | Total  |
| Any additional information  | This change is the award of Performance Shares under the LTIP and Deferred Shares under the GIS. |  |

## Part 4 - Contact details

|  |  |
|--|--|
| Name of authorised officers responsible for making this notification on behalf of the entities | Mr R Mallett - BHP Billiton Limited<br>Mrs I Watson - BHP Billiton Plc - BHP Billiton Plc                                    |
| Contact details  | Mr R Mallett Tel: +61 3 9609 3324<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**





## 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: 11 December 2006

By: Karen Wood

Name: Karen Wood

Title: Group Company Secretary