

BHP BILLITON PLC
Form 6-K
July 24, 2008

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

July 23, 2008

BHP Billiton Plc

(Translation of registrant's name into English)

Neathouse Place London SW1V 1BH United Kingdom

(Address of principal executive office)

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 No

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

FORM 8.1

**DEALINGS BY OFFERORS, OFFEREE COMPANIES OR THEIR ASSOCIATES
FOR THEMSELVES OR FOR DISCRETIONARY CLIENTS**
(Rules 8.1(a) and (b)(i) of the Takeover Code)

1. KEY INFORMATION

| | |
|--|---|
| Name of person dealing (Note 1) | BHP Billiton Employee Share Ownership Trust (The shares were acquired on-market by ABSA Nominees (Pty) Ltd on behalf of BHP Billiton Employee Share Ownership Trust. The registered holder of the shares is ABSA Nominees (Pty) Ltd) |
| Company dealt in | BHP Billiton Plc |
| Class of relevant security to which the dealings being disclosed relate (Note 2) | Ordinary shares of US\$0.50 each |
| Date of dealing | 23 July 2008 |

2. INTERESTS, SHORT POSITIONS AND RIGHTS TO SUBSCRIBE

(a) Interests and short positions (following dealing) in the class of relevant security dealt in

(Note 3)

| | Long | Short |
|---|-------------------|------------|
| | Number (%) | Number (%) |
| (1) Relevant securities | 855,329 H.038755% | N/A |
| (2) Derivatives (other than options) | N/A | N/A |
| (3) Options and agreements to purchase/sell | N/A | N/A |
| Total | 855,329 H.038755% | N/A |

(b) Interests and short positions in relevant securities of the company, other than the class dealt in

(Note 3)

| Class of relevant security: | Long | Short |
|-----------------------------|------------|------------|
| | Number (%) | Number (%) |
| (1) Relevant securities | N/A | N/A |

| | | |
|---|-----|-----|
| (2) Derivatives (other than options) | N/A | N/A |
| (3) Options and agreements to purchase/sell | N/A | N/A |
| Total | N/A | N/A |

(c) Rights to subscribe

(Note 3)

| | |
|-----------------------------|---------|
| Class of relevant security: | Details |
| N/A | |

3. DEALINGS

(Note 4)

(a) Purchases and sales

| Purchase/sale | Number of securities | Price per unit (Note 5) |
|---------------|----------------------|----------------------------|
| Purchase | 200,000 | ZAR250.8467 |

(b) Derivatives transactions (other than options)

| Product name, e.g. CFD | Long/short (Note 6) | Number of securities (Note 7) | Price per unit (Note 5) |
|---------------------------|------------------------|----------------------------------|----------------------------|
| N/A | | | |

(c) Options transactions in respect of existing securities

(i) Writing, selling, purchasing or varying

| Product name, e.g. call option | Writing, selling, purchasing, varying etc. | Number of securities to which the option relates (Note 7) | Exercise price | Type, e.g. American, European etc. | Expiry date | Option Money paid/ received per unit (Note 5) |
|--------------------------------------|---|--|-------------------|--|----------------|--|
| N/A | | | | | | |

(ii) Exercising

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| Product name, e.g. call option | Number of securities | Exercise price per unit (Note 5) |
|--------------------------------|----------------------|-------------------------------------|
| N/A | | |

(d) Other dealings (including new securities)

(Note 4)

| Nature of transaction (Note 8) | Details | Price per unit (if applicable) (Note 5) |
|-----------------------------------|---------|--|
| N/A | | |

4. OTHER INFORMATION

Agreements, arrangements or understandings relating to options or derivatives

| |
|---|
| Full details of any agreement, arrangement or understanding between the person disclosing and any other person relating to the voting rights of any relevant securities under any option referred to on this form or relating to the voting rights or future acquisition or disposal of any relevant securities to which any derivative referred to on this form is referenced. If none, this should be stated. |
| None |

Is a Supplemental Form 8 attached?

(Note 9) **NO**

| | |
|--|---|
| Date of disclosure | 23 July 2008 |
| Contact name | Ines Watson |
| Telephone number | +44 (0)20 7802 4176 |
| Name of offeree/offeree with which Associated | BHP Billiton Limited |
| Specify category and nature of Associate status (Note 10) | Employee benefit trust (category (6) Associate) |

Notes

The Notes on Form 8.1 can be viewed on the Takeover Panel's website at www.thetakeoverpanel.org.uk

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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

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 Plc

Date: 23 July 2008

By: Jane McAloon

Name: Jane McAloon Title: Group Company Secretary
