BHP BILLITON LTD
Form FWP
November 17, 2011

Filed pursuant to Rule 433

Registration No. 333 162380

November 16, 2011

Pricing Details on BHP Billiton Senior 1.125% Fixed Rate Notes due 2014

Issuer:	BHP Billiton Finance (USA) Limited
Guarantors:	BHP Billiton Plc and BHP Billiton Limited
Security:	1.125% Guaranteed Senior Notes due 2014 (the 2014 Notes)
Format:	SEC Registered
Principal Amount:	US$1,000,000,000
Denomination:	The 2014 Notes will be issued in denominations of US$2,000 and integral multiples of US$1,000
Pricing Date:	November 16, 2011
Settlement Date:	November 21, 2011
Maturity Date:	November 21, 2014
Interest Payment Dates:	May 21 and November 21 of each year, commencing on May 21, 2012
Public Offering Price:	Per Note: 99.645%. Total: US$996,450,000
All-in Proceeds to Issuer:	US$993,950,000
Treasury Benchmark:	0.375% due November 15, 2014
Treasury Yield:	0.396%
Spread to Benchmark Treasury:	85 bps
Re-offer Yield:	1.246%
Coupon:	1.125%
Ranking:	The 2014 Notes are unsecured and will rank equally with all of the Issuer s other unsecured and unsubordinated indebtedness
Use of Proceeds:	General corporate purposes, including repayment of commercial paper
Joint Book-Running Managers:	Barclays Capital Inc.
	J.P. Morgan Securities LLC
CUSIP:	055451 AJ7
ISIN:	US055451AJ72

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Barclays Capital Inc. toll free at 1-888-603-5847 or emailing barclaysprospectus@broadridge.com or by calling J.P. Morgan Securities LLC collect at 1-212-834-4533.

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Pricing Details on BHP Billiton Senior 1.875% Fixed Rate Notes due 2016

Issuer:	BHP Billiton Finance (USA) Limited
Guarantors:	BHP Billiton Plc and BHP Billiton Limited
Security:	1.875% Guaranteed Senior Notes due 2016 (the 2016 Notes)
Format:	SEC Registered
Principal Amount:	US$750,000,000
Denomination:	The 2016 Notes will be issued in denominations of US$2,000 and integral multiples of US$1,000
Pricing Date:	November 16, 2011
Settlement Date:	November 21, 2011
Maturity Date:	November 21, 2016
Interest Payment Dates:	May 21 and November 21 of each year, commencing on May 21, 2012
Public Offering Price:	Per Note: 99.469%. Total: US$746,017,500
All-in Proceeds to Issuer:	US$743,392,500
Treasury Benchmark:	1.000% due October 31, 2016
Treasury Yield:	0.887%
Spread to Benchmark Treasury:	110 bps
Re-offer Yield:	1.987%
Coupon:	1.875%
Ranking:	The 2016 Notes are unsecured and will rank equally with all of the Issuer s other unsecured and unsubordinated indebtedness
Use of Proceeds:	General corporate purposes, including repayment of commercial paper
Joint Book-Running Managers:	Barclays Capital Inc.
	J.P. Morgan Securities LLC
CUSIP:	055451 AK4
ISIN:	US055451AK46

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Barclays Capital Inc. toll free at 1-888-603-5847 or emailing barclaysprospectus@broadridge.com or by calling J.P. Morgan Securities LLC collect at 1-212-834-4533.

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Pricing Details on BHP Billiton Senior 3.250% Fixed Rate Notes due 2021

Issuer:	BHP Billiton Finance (USA) Limited
Guarantors:	BHP Billiton Plc and BHP Billiton Limited
Security:	3.250% Guaranteed Senior Notes due 2021 (the 2021 Notes)
Format:	SEC Registered
Principal Amount:	US$1,250,000,000
Denomination:	The 2021 Notes will be issued in denominations of US$2,000 and integral multiples of US$1,000
Pricing Date:	November 16, 2011
Settlement Date:	November 21, 2011
Maturity Date:	November 21, 2021
Interest Payment Dates:	May 21 and November 21 of each year, commencing on May 21, 2012
Public Offering Price:	Per Note: 99.097%. Total: US$1,238,712,500
All-in Proceeds to Issuer:	US$1,233,087,500
Treasury Benchmark:	2.000% due November 15, 2021
Treasury Yield:	2.007%
Spread to Benchmark Treasury:	135 bps
Re-offer Yield:	3.357%
Coupon:	3.250%
Ranking:	The 2021 Notes are unsecured and will rank equally with all of the Issuer s other unsecured and unsubordinated indebtedness
Use of Proceeds:	General corporate purposes, including repayment of commercial paper
Joint Book-Running Managers:	Barclays Capital Inc.
	J.P. Morgan Securities LLC
CUSIP:	055451 AL2
ISIN:	US055451AL29

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Barclays Capital Inc. toll free at 1-888-603-5847 or emailing barclaysprospectus@broadridge.com or by calling J.P. Morgan Securities LLC collect at 1-212-834-4533