

BHP BILLITON LTD
Form 6-K
October 12, 2005

**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

August 31, 2005

BHP Billiton Limited

(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

31 August 2005

To: Australian Stock Exchange

cc: New York Stock Exchange

Swiss Stock Exchange

JSE Securities Exchange SA

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 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 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 I C Fraser
Date issuer informed of transaction	30 August 2005
Date and place of transaction	24 August 2005 on the London Stock Exchange

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	Direct
Nature of indirect interest	-

(including registered holder and the identity of a Connected Person if applicable)	
No. of securities held prior to change (including total percentage holding)	Nil
Class	Ordinary fully paid shares of US\$0.50 in BHP Billiton Plc
Number acquired (including total percentage holding)	157,233
Number disposed (including total percentage holding)	157,233
Value/Consideration	Exercise @ nil cost Sale @ GBP 8.01 per share
No. of securities held after change (including total percentage holding)	Nil
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Exercise of 108,424 Group Incentive Scheme ("GIS") Performance Shares and 48,809 GIS Deferred Shares followed by same day on-market sale.
Any additional information	-

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 (if issued securities)	-
No. and class of securities to which interest related prior to change (including total percentage holding)	-
Interest acquired	-
Interest disposed	-
Value/Consideration	-
Interest after change	-
No. and class of securities to which interest related after the change (including total percentage holding)	-

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	-
Period during which or date on which exercisable	-
Total amount paid (if any) for the grant	-
Description of securities involved: class; number (including percentage of issued holding)	-
Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise	-

Part 3 - Change

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

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<p>Total number of securities over which options or other rights held at the date of this notice (including total percentage holding)</p>	<table> <tr> <td style="text-align: right;">108,424</td> <td>vested GIS Performance shares (ordinary shares of BHP Billiton Plc)</td> </tr> <tr> <td style="text-align: right;">48, 809</td> <td>vested GIS Deferred shares (ordinary shares of BHP Billiton Plc)</td> </tr> <tr> <td style="text-align: right;">48,809</td> <td>maximum number of Group Incentive Scheme Performance Shares (ordinary shares of BHP Billiton Plc)</td> </tr> <tr> <td style="text-align: right;">42,765</td> <td>maximum number of Group Incentive Scheme Deferred Shares (ordinary shares of BHP Billiton Plc)</td> </tr> <tr> <td style="text-align: right;">175,000</td> <td>maximum number of Performance Shares (ordinary shares of BHP Billiton Plc) under the LTIP</td> </tr> <tr> <td style="text-align: right;">-----</td> <td></td> </tr> <tr> <td style="text-align: right;">423,807</td> <td>Total</td> </tr> </table>	108,424	vested GIS Performance shares (ordinary shares of BHP Billiton Plc)	48, 809	vested GIS Deferred shares (ordinary shares of BHP Billiton Plc)	48,809	maximum number of Group Incentive Scheme Performance Shares (ordinary shares of BHP Billiton Plc)	42,765	maximum number of Group Incentive Scheme Deferred Shares (ordinary shares of BHP Billiton Plc)	175,000	maximum number of Performance Shares (ordinary shares of BHP Billiton Plc) under the LTIP	-----		423,807	Total
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175,000	maximum number of Performance Shares (ordinary shares of BHP Billiton Plc) under the LTIP														

423,807	Total														
<p>Any additional information</p>	<p>This notification is in respect of the vesting of Performance Shares and deferred Shares under the BHP Billiton Plc Group Incentive Scheme ("GIS").</p> <p>The performance conditions attached to the BHP Billiton Plc Group Incentive Scheme were met at the end of the performance period and consequently 108,424 Performance Shares and 48,809 Deferred Shares vested on 24 August 2005.</p>														

Part 4 - Contact details

<p>Name of authorised officers responsible for making this notification on behalf of the entities</p>	<p>Mr S A Butcher - BHP Billiton Limited</p> <p>Ms E A Hobley - BHP Billiton Plc - BHP Billiton Plc</p>
<p>Contact details</p>	<p>Mr S A Butcher Tel: +61 3 9609 3323 Fax: +61 3 9609 4372</p> <p>Ms E A Hobley Tel: +44 20 7802 4054 Fax: +44 20 7802 3054</p>

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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

Date: 31 August 2005

By: **Karen Wood**

Name: Karen Wood
Title: Company Secretary