

BHP BILLITON LTD  
Form 6-K  
December 30, 2005

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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

October 20, 2005

**BHP Billiton**

**Limited**

..... (Translation of registrant's name into English) 180 Lonsdale Street Melbourne VIC 3000 Australia  
.....

(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

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20 October 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 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	Dr M J Kloppers
Date of last notice	N/A
Date issuer informed of transaction	19 October 2005
Date and place of transaction	19 October 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)	Dr Kloppers has a direct interest in 250,627 Ordinary shares in BHP Billiton Plc.
No. of securities held prior to change	250,627
Class	Ordinary fully paid shares of US\$0.50 each in BHP Billiton Plc
Number acquired	84,706
Number disposed	-
Value/Consideration	Exercise @ nil cost
No. of securities held after change	335,333
Nature of change  Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	The exercise of 26,471 Committed shares and 58,235 Matching shares under the Co-Investment Plan.
Any additional information	Dr Kloppers, as a person discharging managerial responsibilities, also has a notifiable interest under United Kingdom legislation in 395,668 Ordinary shares of BHP Billiton Plc, being the balance of shares held by Billiton ESOP Trustee Limited as trustee of the Billiton Employee Share Ownership Trust.

## 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	-
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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	-
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	-
Period during which or date on which exercisable	-
Total amount paid (if any) for the grant	-
Description of securities involved: class; number	-
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</p>	<p>55,378 maximum number of GIS Performance Shares (ordinary shares of BHP Billiton Plc)</p> <p>60,548 maximum number of GIS Deferred Shares (ordinary shares of BHP Billiton Plc)</p> <p>95,295 Vested and lapsed shares in BHP Billiton Plc under the Co-Investment Plan</p> <p>225,000 maximum number of Performance Shares (ordinary shares of BHP Billiton Plc) under the LTIP</p> <p>-----</p> <p>436,221 Total</p>
<p>Any additional information</p>	<p>The performance conditions attached to the BHP Billiton Plc Co-Investment Plan were met at the end of the performance period and consequently 26,471 Committed shares and 58,235 Matching shares vested and 10,589 lapsed on 30 September 2005.</p> <p>This notification is in respect the exercise of 26,471 Committed shares and 58,235 Matching shares under the BHP Billiton Plc Co-Investment Plan on 19 October 2005. (See also Part 1).</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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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: 20 October 2005

By: **Karen Wood**

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Name: Karen Wood  
Title: Company Secretary