

BHP BILLITON LTD  
Form 6-K  
August 28, 2007

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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

August 27, 2007

**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

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

27 August 2007

To: Australian Securities Exchange

cc: New York Stock Exchange

Swiss Stock Exchange

JSE Limited

London Stock Exchange

Deutsche Bank

UBS Zurich

Notification of Change of Interests of Directors and Connected Persons

**(Australian Stock Exchange Listing Rules Appendix 3Y)**

(Listing Rules & Disclosure and Transparency 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 Limited or BHP Billiton Plc have primary or secondary listings, all those interests of directors and 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 Australian Securities Exchange (ASX) Listing Rules, the Listing Rules and Disclosure and Transparency Rules of the United Kingdom Listing Authority, the Australian Corporations Act, the United Kingdom Companies Acts and the Group's Securities Dealing Code.

We (the entities) advise the following information under ASX Listing Rule 3.19A.2, the UK Listing Authority Disclosure and Transparency Rule 3.1.4 and as agent for the director for the purposes of section 205G of the Australian Corporations Act and in accordance with the Group's Securities Dealing Code.

Name of director	Mr M J Kloppers
Date of last notice	8 June 2007

Date issuer informed of transaction	22 August 2007
Date and place of transaction	22 August 2007 (place of transaction not applicable)
Nature of transaction	52,771 Deferred Shares issued in 2005 under the BHP Billiton Plc Group Incentive Scheme became fully vested (refer Part 3)

Part 1 - Change of director's 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 director.

Direct or indirect interest	-
Nature of indirect interest (including registered holder)	-
Date of change	-
No. of securities held prior to change	-
Class	-
Number acquired	-
Number disposed	-
Value/Consideration	-
No. of securities held after change	-
Nature of change  Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	-
Any additional information	<p>Mr Kloppers has a direct interest in 316,683 ordinary shares in BHP Billiton Plc.</p> <p>In addition to the above, Mr Kloppers also has an indirect interest in 80,000 ordinary shares in BHP Billiton Plc held by the Kloppers Family Superannuation fund, of which Mr Kloppers is a</p>

	<p>beneficiary. UBS Wealth Management Nominees Pty Ltd is the registered holder.</p> <p>Mr Kloppers as an Executive Director also has a notifiable interest under the United Kingdom legislation in 156,819 shares of BHP Billiton Plc, being the balance of shares held by ESOP Trustee Limited as trustee of the Billiton Employee Share Ownership Trust.</p> <p>There is no change to report on the above holdings.</p>
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Part 2 - Change of director's 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	-
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	-

Part 3 - Change

**of director's 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	-

Total number of securities over which options or other rights held at the date of this notice	52,771	- vested GIS
	Deferred Shares	(ordinary shares of
	BHP Billiton Plc)	
	37,300	- maximum number of
	GIS Deferred	Shares (ordinary shares
	of BHP	Billiton Plc)
	N75,000	- maximum number of
	Performance	Shares (ordinary shares
	of BHP	Billiton Plc) under the
	LTIP	
	_____	
	765,071	Total
Any additional information	<p>This notification is in respect of the vesting of 52,771 Deferred Shares under the BHP Billiton Plc Group Incentive Scheme (GIS).</p> <p>The service conditions relating to the Deferred Shares were met and consequently 52,771 Deferred Shares vested on 22 August 2007.</p>	

Part 4 - Contact details

Name of authorised officers responsible for making this notification on behalf of the entities	<p>Mr R Mallett - BHP Billiton Limited</p> <p>Mrs I Watson - BHP Billiton Plc - BHP Billiton Plc</p>
Contact details	<p>Mr R Mallett Tel: +61 3 9609 3324</p> <p>Fax: +61 3 9609 4372</p>

	Mrs I Watson Tel: +44 20 7802 4176 Fax: +44 20 7802 3054
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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**

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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 and BHP Billiton Plc

Date: 27 August 2007

By: Jane McAloon

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Name: Jane McAloon  
Title: Group Company Secretary