

BHP BILLITON PLC
Form 6-K
February 27, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN ISSUER

PURSUANT TO RULE 13a-16 OR 15d-16 OF

THE SECURITIES EXCHANGE ACT OF 1934

For the Date of

24 December 2003

BHP Billiton Plc

Registration Number 3196209

Neathouse Place

London SW1V 1BH

United Kingdom

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 | <input checked="" type="checkbox"/> | | Form 40-F | <input type="checkbox"/> |
|-----------|-------------------------------------|--|-----------|--------------------------|

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 | <input type="checkbox"/> | | No | <input checked="" type="checkbox"/> |
|-----|--------------------------|--|----|-------------------------------------|

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

24 December 2003

To: Australian Stock Exchange

cc: New York Stock Exchange

Swiss Stock Exchange
 New Zealand Stock Exchange
 London Stock Exchange
 Johannesburg Stock Exchange
 Paris Bourse (Euronext)
 Deutsche Bank

Notification of Change of Interests of Directors and Connected Persons

(Australian Stock Exchange Listing Rules Appendix 3Y)

| | | |
|------------------|----------------------|------------------|
| 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 directors of both entities in the securities of both entities (and changes to those interests) which are required to be disclosed under the Australian Stock Exchange (ASX) Listing Rules, the Listing Rules of the United Kingdom Listing Authority, the Australian Corporations Act, the United Kingdom Companies Act and the Group's Securities Dealing Code.

We (the entities) advise the following information under ASX Listing Rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Australian Corporations Act and otherwise in accordance with the foregoing policy.

| | |
|---------------------|------------------|
| Name of director | Mr C W Goodyear |
| Date of last notice | 25 November 2003 |

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.

Edgar Filing: BHP BILLITON PLC - Form 6-K

| | |
|--|--|
| Direct or indirect interest | Direct |
| Nature of indirect interest (including registered holder) | - |
| Date of change | J3 December 2003 |
| No. of securities held prior to change | K49 692 |
| Class | Ordinary Shares of BHP Billiton Limited |
| Number acquired | J06 511 after exercising 100 000 options |
| Number disposed | - |
| Value/Consideration | \$14.29 per option |
| No. of securities held after change | M56 203 |
| 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 options |
| Any additional information | <p>Mr Goodyear has an indirect interest in shares of BHP Billiton Limited held in the form of 41 302 American Depositary Shares. The registered holder is Cede and Company, and they are held on behalf of Mr Goodyear as beneficial owner.</p> <p>Mr Goodyear has an indirect interest in shares of BHP Billiton Plc held in the form of 1000 American Depositary Shares. The registered holder is Cede and Company, and they are held on behalf of Mr Goodyear and his wife as beneficial joint owners.</p> <p>There is no change to report to the above holdings.</p> <p>Mr Goodyear as an Executive Director also has a notifiable interest under United Kingdom legislation in 139 804 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.</p> |

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 | - |
|--|---|

Part 3 - Change

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

| | |
|---|--|
| Total number of securities over which options or other rights held at the date of this notice | 1 394 575 - 840 725 maximum number of options over 1 394 575 ordinary shares of BHP Billiton Limited |
| | 136 573 - 127 400 maximum number of Performance Rights to 136 573 ordinary shares of BHP Billiton Limited |
| | 292 529 - Group Incentive Scheme Performance Shares |
| | 28 093 - maximum number of Group Incentive Scheme Deferred Shares |
| | <hr/> 1 851 770 Total |
| Any additional information | <p>This change represents a reduction in the maximum number of options and the number of ordinary shares they convert to on exercise following the exercise of 100 000 options by Mr Goodyear.</p> <p>Mr Goodyear also holds rights over shares of BHP Billiton Limited under the BHP Billiton Limited Executive Share Scheme as detailed above.</p> |

Part 4 - Contact details

| | |
|--|--------------------------------------|
| Name of authorised officers responsible for making this notification on behalf of the entities | Mr R V Taylor - BHP Billiton Limited |
|--|--------------------------------------|

Edgar Filing: BHP BILLITON PLC - Form 6-K

| | |
|-----------------|--|
| | Ms E A Hobley - BHP Billiton Plc - BHP Billiton Plc |
| Contact details | Mr R V Taylor Tel: +61 3 9609 3265 Fax: +61 3 9609 4372 Ms E A Hobley Tel: +44 20 7802 4054 Fax: +44 20 7802 3054 |

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
/s/ KAREN WOOD

Karen Wood
Title: Company Secretary
Date:

24 December 2003