

Form 605Corporations Act 2001
Section 671B**Notice of ceasing to be a substantial holder**To Company Name/Scheme Downer EDI LTDACN/ARSN 003 872 848**1. Details of substantial holder (1)**Name The Vanguard Group, Inc.
ACN/ARSN (if applicable) N/AThe holder ceased to be a
substantial holder on 16 December 2016The previous notice was given to the company on 20 June 2016The previous notice was dated 20 June 2016**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
See Annexure A					The Vanguard Group, Inc. now holds 4.783% of voting power.

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

4. Addresses

The addresses of persons named in this form are as follows:

Name	Address
The Vanguard Group, Inc.	P.O. Box 2600, V26 Valley Forge, PA 19482 USA
Vanguard Investments Australia Ltd	Level 34, 2 Southbank Blvd, Southbank 3006 VIC

Signatureprint name Keith Delgado capacity Manager, Fund Compliance
sign here Keith Delgado date 21 December 2016

To Company Downer EDI LTD
ACN/ARSN 003 872 848

Substantial Holder Name The Vanguard Group, Inc.
ACN/ARSN N/A

Date of change	Person whose relevant interest changed	Nature of Change(6)	Consideration given in relation to change(7)	Class	Number of securities affected	Person's votes affected
17-Jun-16	The Vanguard Group, Inc.	Buy	3.68	Ordinary	312	312
22-Jun-16	The Vanguard Group, Inc.	Buy	3.82	Ordinary	1,910	1,910
29-Jun-16	The Vanguard Group, Inc.	Buy	3.72	Ordinary	3,820	3,820
30-Jun-16	The Vanguard Group, Inc.	Buy	3.85	Ordinary	936	936
1-Jul-16	The Vanguard Group, Inc.	Buy	3.87	Ordinary	183,216	183,216
5-Jul-16	The Vanguard Group, Inc.	Buy	3.84	Ordinary	3,056	3,056
12-Jul-16	The Vanguard Group, Inc.	Buy	3.95	Ordinary	2,790	2,790
14-Jul-16	The Vanguard Group, Inc.	Buy	4.06	Ordinary	936	936
15-Jul-16	The Vanguard Group, Inc.	Buy	4.13	Ordinary	2,292	2,292
15-Jul-16	The Vanguard Group, Inc.	Buy	4.13	Ordinary	732	732
18-Jul-16	The Vanguard Group, Inc.	Buy	4.11	Ordinary	2,232	2,232
19-Jul-16	The Vanguard Group, Inc.	Buy	4.15	Ordinary	907	907
20-Jul-16	The Vanguard Group, Inc.	Buy	4.05	Ordinary	292	292
22-Jul-16	The Vanguard Group, Inc.	Buy	4.03	Ordinary	1,116	1,116
22-Jul-16	The Vanguard Group, Inc.	Buy	4.03	Ordinary	4,584	4,584
22-Jul-16	The Vanguard Group, Inc.	Buy	4.03	Ordinary	624	624
25-Jul-16	The Vanguard Group, Inc.	Buy	4.08	Ordinary	312	312
27-Jul-16	The Vanguard Group, Inc.	Buy	4.14	Ordinary	5,348	5,348
4-Aug-16	The Vanguard Group, Inc.	Buy	4.49	Ordinary	3,056	3,056
4-Aug-16	The Vanguard Group, Inc.	Buy	4.49	Ordinary	3,056	3,056
9-Aug-16	The Vanguard Group, Inc.	Sell	5.01	Ordinary	(780)	(780)
9-Aug-16	The Vanguard Group, Inc.	Buy	5.03	Ordinary	4,152	4,152
11-Aug-16	The Vanguard Group, Inc.	Buy	5.07	Ordinary	907	907
15-Aug-16	The Vanguard Group, Inc.	Buy	5.17	Ordinary	2,674	2,674
16-Aug-16	The Vanguard Group, Inc.	Buy	5.21	Ordinary	6,112	6,112
17-Aug-16	The Vanguard Group, Inc.	Sell	5.07	Ordinary	(1,481)	(1,481)
19-Aug-16	The Vanguard Group, Inc.	Buy	5.01	Ordinary	1,116	1,116
19-Aug-16	The Vanguard Group, Inc.	Buy	5.01	Ordinary	1,116	1,116
23-Aug-16	The Vanguard Group, Inc.	Buy	5.03	Ordinary	558	558
1-Sep-16	The Vanguard Group, Inc.	Buy	4.85	Ordinary	1,755	1,755
1-Sep-16	The Vanguard Group, Inc.	Buy	4.86	Ordinary	907	907
2-Sep-16	The Vanguard Group, Inc.	Buy	4.96	Ordinary	2,292	2,292
7-Sep-16	The Vanguard Group, Inc.	Buy	5.07	Ordinary	1,363	1,363
7-Sep-16	The Vanguard Group, Inc.	Buy	5.07	Ordinary	2,746	2,746
8-Sep-16	The Vanguard Group, Inc.	Buy	5.08	Ordinary	1,116	1,116
9-Sep-16	The Vanguard Group, Inc.	Buy	5.03	Ordinary	3,700	3,700
9-Sep-16	The Vanguard Group, Inc.	Sell	5.03	Ordinary	(3,700)	(3,700)
9-Sep-16	The Vanguard Group, Inc.	Buy	5.03	Ordinary	907	907
16-Sep-16	The Vanguard Group, Inc.	Buy	4.85	Ordinary	16,347	16,347
16-Sep-16	The Vanguard Group, Inc.	Sell	4.85	Ordinary	(993)	(993)
20-Sep-16	The Vanguard Group, Inc.	Buy	4.88	Ordinary	2,292	2,292
20-Sep-16	The Vanguard Group, Inc.	Buy	4.89	Ordinary	13,458	13,458
20-Sep-16	The Vanguard Group, Inc.	Buy	4.91	Ordinary	907	907
21-Sep-16	The Vanguard Group, Inc.	Buy	5.03	Ordinary	3,820	3,820
21-Sep-16	The Vanguard Group, Inc.	Buy	4.93	Ordinary	5,192	5,192
23-Sep-16	The Vanguard Group, Inc.	Buy	5.14	Ordinary	5,129	5,129
23-Sep-16	The Vanguard Group, Inc.	Sell	5.14	Ordinary	(5,129)	(5,129)
27-Sep-16	The Vanguard Group, Inc.	Buy	5.25	Ordinary	2,674	2,674
27-Sep-16	The Vanguard Group, Inc.	Buy	5.25	Ordinary	292	292
3-Oct-16	The Vanguard Group, Inc.	Buy	5.48	Ordinary	3,820	3,820
7-Oct-16	The Vanguard Group, Inc.	Buy	5.60	Ordinary	23,665	23,665
13-Oct-16	The Vanguard Group, Inc.	Buy	5.64	Ordinary	3,906	3,906
13-Oct-16	The Vanguard Group, Inc.	Buy	5.64	Ordinary	2,232	2,232
13-Oct-16	The Vanguard Group, Inc.	Sell	5.63	Ordinary	(700)	(700)
18-Oct-16	The Vanguard Group, Inc.	Buy	5.65	Ordinary	5,580	5,580
18-Oct-16	The Vanguard Group, Inc.	Buy	5.65	Ordinary	2,674	2,674
18-Oct-16	The Vanguard Group, Inc.	Buy	5.65	Ordinary	5,506	5,506
19-Oct-16	The Vanguard Group, Inc.	Buy	5.69	Ordinary	1,674	1,674

Annexure A

Date of change	Person whose relevant interest changed	Nature of Change(6)	Consideration given in relation to change(7)	Class	Number of securities affected	Person's votes affected
21-Oct-16	The Vanguard Group, Inc.	Buy	5.85	Ordinary	3,820	3,820
25-Oct-16	The Vanguard Group, Inc.	Buy	5.90	Ordinary	6,494	6,494
26-Oct-16	The Vanguard Group, Inc.	Buy	5.84	Ordinary	2,019	2,019
27-Oct-16	The Vanguard Group, Inc.	Buy	5.70	Ordinary	3,820	3,820
31-Oct-16	The Vanguard Group, Inc.	Sell	5.81	Ordinary	(8,786)	(8,786)
2-Nov-16	The Vanguard Group, Inc.	Sell	5.71	Ordinary	(22,539)	(22,539)
3-Nov-16	The Vanguard Group, Inc.	Buy	5.70	Ordinary	111,778	111,778
4-Nov-16	The Vanguard Group, Inc.	Buy	5.54	Ordinary	3,056	3,056
8-Nov-16	The Vanguard Group, Inc.	Buy	5.77	Ordinary	367	367
10-Nov-16	The Vanguard Group, Inc.	Sell	5.59	Ordinary	(720)	(720)
15-Nov-16	The Vanguard Group, Inc.	Buy	5.71	Ordinary	635	635
21-Nov-16	The Vanguard Group, Inc.	Buy	5.55	Ordinary	4,584	4,584
21-Nov-16	The Vanguard Group, Inc.	Buy	5.55	Ordinary	3,056	3,056
21-Nov-16	The Vanguard Group, Inc.	Buy	5.49	Ordinary	907	907
23-Nov-16	The Vanguard Group, Inc.	Buy	5.63	Ordinary	3,820	3,820
24-Nov-16	The Vanguard Group, Inc.	Buy	5.67	Ordinary	850	850
28-Nov-16	The Vanguard Group, Inc.	Buy	5.79	Ordinary	916	916
30-Nov-16	The Vanguard Group, Inc.	Buy	5.67	Ordinary	907	907
2-Dec-16	The Vanguard Group, Inc.	Buy	6.11	Ordinary	119,352	119,352
6-Dec-16	The Vanguard Group, Inc.	Buy	6.03	Ordinary	2,292	2,292
7-Dec-16	The Vanguard Group, Inc.	Buy	5.96	Ordinary	292	292
8-Dec-16	The Vanguard Group, Inc.	Buy	6.05	Ordinary	3,820	3,820
8-Dec-16	The Vanguard Group, Inc.	Buy	6.05	Ordinary	3,820	3,820
13-Dec-16	The Vanguard Group, Inc.	Buy	6.15	Ordinary	3,820	3,820
14-Dec-16	The Vanguard Group, Inc.	Buy	6.03	Ordinary	3,056	3,056
16-Dec-16	The Vanguard Group, Inc.	Buy	6.02	Ordinary	5,730	5,730
16-Dec-16	The Vanguard Group, Inc.	Buy	6.02	Ordinary	2,674	2,674
16-Dec-16	The Vanguard Group, Inc.	Buy	6.04	Ordinary	876	876
16-Jun-16	Vanguard Investments Australia Ltd.	Buy	3.73	Ordinary	1,852	1,852
16-Jun-16	Vanguard Investments Australia Ltd.	Buy	3.73	Ordinary	2,778	2,778
17-Jun-16	Vanguard Investments Australia Ltd.	Buy	3.71	Ordinary	480,120	480,120
20-Jun-16	Vanguard Investments Australia Ltd.	Buy	3.77	Ordinary	105,965	105,965
21-Jun-16	Vanguard Investments Australia Ltd.	Buy	3.78	Ordinary	58,240	58,240
21-Jun-16	Vanguard Investments Australia Ltd.	Buy	3.79	Ordinary	210,261	210,261
22-Jun-16	Vanguard Investments Australia Ltd.	Buy	3.82	Ordinary	232,777	232,777
23-Jun-16	Vanguard Investments Australia Ltd.	Buy	3.83	Ordinary	6,990	6,990
23-Jun-16	Vanguard Investments Australia Ltd.	Buy	3.83	Ordinary	123,969	123,969
24-Jun-16	Vanguard Investments Australia Ltd.	Sell	3.72	Ordinary	(22,326)	(22,326)
24-Jun-16	Vanguard Investments Australia Ltd.	Buy	3.72	Ordinary	4,660	4,660
24-Jun-16	Vanguard Investments Australia Ltd.	Buy	3.72	Ordinary	6,058	6,058
24-Jun-16	Vanguard Investments Australia Ltd.	Buy	3.70	Ordinary	259,209	259,209
28-Jun-16	Vanguard Investments Australia Ltd.	Sell	3.63	Ordinary	(437)	(437)
28-Jun-16	Vanguard Investments Australia Ltd.	Buy	3.63	Ordinary	13,938	13,938
30-Jun-16	Vanguard Investments Australia Ltd.	Sell	3.80	Ordinary	(2,138)	(2,138)
1-Jul-16	Vanguard Investments Australia Ltd.	Buy	3.88	Ordinary	18,340	18,340
4-Jul-16	Vanguard Investments Australia Ltd.	Sell	3.89	Ordinary	(5,126)	(5,126)
6-Jul-16	Vanguard Investments Australia Ltd.	Buy	3.93	Ordinary	51,570	51,570
6-Jul-16	Vanguard Investments Australia Ltd.	Buy	3.93	Ordinary	1,864	1,864
12-Jul-16	Vanguard Investments Australia Ltd.	Sell	3.93	Ordinary	(24,698)	(24,698)
12-Jul-16	Vanguard Investments Australia Ltd.	Sell	3.93	Ordinary	(34,538)	(34,538)
13-Jul-16	Vanguard Investments Australia Ltd.	Buy	3.98	Ordinary	1,160	1,160
19-Jul-16	Vanguard Investments Australia Ltd.	Buy	4.14	Ordinary	13,755	13,755
21-Jul-16	Vanguard Investments Australia Ltd.	Sell	4.03	Ordinary	(5,592)	(5,592)
26-Jul-16	Vanguard Investments Australia Ltd.	Sell	4.10	Ordinary	(453)	(453)
26-Jul-16	Vanguard Investments Australia Ltd.	Buy	4.10	Ordinary	38,350	38,350
26-Jul-16	Vanguard Investments Australia Ltd.	Buy	4.10	Ordinary	65,392	65,392
26-Jul-16	Vanguard Investments Australia Ltd.	Buy	4.10	Ordinary	22,925	22,925
27-Jul-16	Vanguard Investments Australia Ltd.	Sell	4.15	Ordinary	(4,660)	(4,660)
27-Jul-16	Vanguard Investments Australia Ltd.	Buy	4.15	Ordinary	18,340	18,340
27-Jul-16	Vanguard Investments Australia Ltd.	Buy	4.15	Ordinary	18,340	18,340
5-Aug-16	Vanguard Investments Australia Ltd.	Sell	4.75	Ordinary	(1,581)	(1,581)
8-Aug-16	Vanguard Investments Australia Ltd.	Buy	5.03	Ordinary	102,970	102,970
11-Aug-16	Vanguard Investments Australia Ltd.	Buy	5.12	Ordinary	4,896	4,896
31-Aug-16	Vanguard Investments Australia Ltd.	Buy	4.90	Ordinary	3,230	3,230
31-Aug-16	Vanguard Investments Australia Ltd.	Sell	4.90	Ordinary	(2,796)	(2,796)
31-Aug-16	Vanguard Investments Australia Ltd.	Sell	4.90	Ordinary	(2,248)	(2,248)

Annexure A

Date of change	Person whose relevant interest changed	Nature of Change(6)	Consideration given in relation to change(7)	Class	Number of securities affected	Person's votes affected
31-Aug-16	Vanguard Investments Australia Ltd.	Sell	4.90	Ordinary	(12,240)	(12,240)
1-Sep-16	Vanguard Investments Australia Ltd.	Sell	4.85	Ordinary	(2,796)	(2,796)
1-Sep-16	Vanguard Investments Australia Ltd.	Sell	4.85	Ordinary	(12,060)	(12,060)
2-Sep-16	Vanguard Investments Australia Ltd.	Buy	4.94	Ordinary	1,864	1,864
9-Sep-16	Vanguard Investments Australia Ltd.	Buy	5.03	Ordinary	38,937	38,937
12-Sep-16	Vanguard Investments Australia Ltd.	Buy	4.93	Ordinary	2,796	2,796
12-Sep-16	Vanguard Investments Australia Ltd.	Buy	4.93	Ordinary	2,796	2,796
16-Sep-16	Vanguard Investments Australia Ltd.	Buy	4.86	Ordinary	17,291	17,291
20-Sep-16	Vanguard Investments Australia Ltd.	Buy	4.89	Ordinary	2,380	2,380
20-Sep-16	Vanguard Investments Australia Ltd.	Buy	4.89	Ordinary	4,844	4,844
22-Sep-16	Vanguard Investments Australia Ltd.	Buy	5.11	Ordinary	3,808	3,808
22-Sep-16	Vanguard Investments Australia Ltd.	Buy	5.11	Ordinary	9,688	9,688
22-Sep-16	Vanguard Investments Australia Ltd.	Buy	5.11	Ordinary	23,305	23,305
27-Sep-16	Vanguard Investments Australia Ltd.	Buy	5.25	Ordinary	59,976	59,976
30-Sep-16	Vanguard Investments Australia Ltd.	Buy	5.39	Ordinary	2,856	2,856
30-Sep-16	Vanguard Investments Australia Ltd.	Buy	5.39	Ordinary	13,983	13,983
30-Sep-16	Vanguard Investments Australia Ltd.	Sell	5.39	Ordinary	(30,521)	(30,521)
5-Oct-16	Vanguard Investments Australia Ltd.	Buy	5.56	Ordinary	72,455	72,455
6-Oct-16	Vanguard Investments Australia Ltd.	Buy	5.63	Ordinary	31,933	31,933
7-Oct-16	Vanguard Investments Australia Ltd.	Buy	5.63	Ordinary	17,210	17,210
10-Oct-16	Vanguard Investments Australia Ltd.	Buy	5.50	Ordinary	4,050	4,050
14-Oct-16	Vanguard Investments Australia Ltd.	Sell	5.63	Ordinary	(13,650)	(13,650)
19-Oct-16	Vanguard Investments Australia Ltd.	Buy	5.68	Ordinary	18,332	18,332
20-Oct-16	Vanguard Investments Australia Ltd.	Buy	5.87	Ordinary	1,635	1,635
24-Oct-16	Vanguard Investments Australia Ltd.	Buy	5.87	Ordinary	2,943	2,943
25-Oct-16	Vanguard Investments Australia Ltd.	Buy	5.93	Ordinary	3,924	3,924
28-Oct-16	Vanguard Investments Australia Ltd.	Buy	5.72	Ordinary	33,494	33,494
28-Oct-16	Vanguard Investments Australia Ltd.	Buy	5.72	Ordinary	176,534	176,534
28-Oct-16	Vanguard Investments Australia Ltd.	Buy	5.72	Ordinary	2,943	2,943
28-Oct-16	Vanguard Investments Australia Ltd.	Buy	5.72	Ordinary	7,215	7,215
31-Oct-16	Vanguard Investments Australia Ltd.	Sell	5.83	Ordinary	(6,333)	(6,333)
2-Nov-16	Vanguard Investments Australia Ltd.	Buy	5.73	Ordinary	1,520	1,520
4-Nov-16	Vanguard Investments Australia Ltd.	Buy	5.55	Ordinary	2,432	2,432
8-Nov-16	Vanguard Investments Australia Ltd.	Buy	5.77	Ordinary	18,408	18,408
8-Nov-16	Vanguard Investments Australia Ltd.	Buy	5.77	Ordinary	23,010	23,010
9-Nov-16	Vanguard Investments Australia Ltd.	Buy	5.52	Ordinary	2,736	2,736
10-Nov-16	Vanguard Investments Australia Ltd.	Buy	5.75	Ordinary	3,040	3,040
14-Nov-16	Vanguard Investments Australia Ltd.	Sell	5.76	Ordinary	(94,555)	(94,555)
16-Nov-16	Vanguard Investments Australia Ltd.	Buy	5.65	Ordinary	13,890	13,890
21-Nov-16	Vanguard Investments Australia Ltd.	Buy	5.49	Ordinary	7,215	7,215
21-Nov-16	Vanguard Investments Australia Ltd.	Sell	5.49	Ordinary	(34,268)	(34,268)
24-Nov-16	Vanguard Investments Australia Ltd.	Buy	5.78	Ordinary	77,139	77,139
30-Nov-16	Vanguard Investments Australia Ltd.	Sell	5.67	Ordinary	(2,034)	(2,034)
30-Nov-16	Vanguard Investments Australia Ltd.	Sell	5.67	Ordinary	(8,926)	(8,926)
1-Dec-16	Vanguard Investments Australia Ltd.	Sell	6.08	Ordinary	(16,787)	(16,787)
6-Dec-16	Vanguard Investments Australia Ltd.	Sell	6.01	Ordinary	(11,687)	(11,687)
7-Dec-16	Vanguard Investments Australia Ltd.	Sell	5.94	Ordinary	(320,162)	(320,162)
8-Dec-16	Vanguard Investments Australia Ltd.	Sell	6.02	Ordinary	(446,088)	(446,088)
9-Dec-16	Vanguard Investments Australia Ltd.	Sell	6.08	Ordinary	(425,404)	(425,404)
12-Dec-16	Vanguard Investments Australia Ltd.	Buy	6.19	Ordinary	890	890
12-Dec-16	Vanguard Investments Australia Ltd.	Sell	6.19	Ordinary	(280,867)	(280,867)
13-Dec-16	Vanguard Investments Australia Ltd.	Sell	6.15	Ordinary	(231,957)	(231,957)
14-Dec-16	Vanguard Investments Australia Ltd.	Sell	6.11	Ordinary	(460,571)	(460,571)
15-Dec-16	Vanguard Investments Australia Ltd.	Sell	6.02	Ordinary	(371,098)	(371,098)
16-Dec-16	Vanguard Investments Australia Ltd.	Sell	6.04	Ordinary	(750,000)	(750,000)
16-Dec-16	Vanguard Investments Australia Ltd.	Sell	6.03	Ordinary	(579,801)	(579,801)

This is Annexure A of 3 pages referred to in Form 605, Notice of ceasing to be a substantial holder.

Signature

Date

21-Dec-2016