

19 December 2014

Market Announcements Platform
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir / Madam

Appendix 3Y – Director's Interest Notice for Mrs Gail Kelly, Managing Director and Chief Executive Officer

Please find attached an Appendix 3Y – Change of Director's Interest Notice in relation to Westpac Banking Corporation (**Westpac**) security interests held by Mrs Kelly (and her associated parties).

Consistent with the terms of the CEO Restricted Share Plan, Mrs Kelly has been allocated a total of 56,988 fully paid ordinary shares in Westpac.

Yours sincerely,

Tim Hartin
Company Secretary

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	WESTPAC BANKING CORPORATION
ABN	33 007 457 141
Date:	19 December 2014

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	GAIL PATRICIA KELLY
Date of last notice	17 November 2014

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct	Direct	Indirect	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	-	-	G&A Kelly Investments Pty Ltd (ATF the Kelly Family Superannuation Fund)	G&A Kelly Investments Pty Ltd (ATF the Kelly Trust)
Date of change	17 December 2014	-	-	-
No. of securities held prior to change	310,339	515,416	156,390	1,273,578
Class	WBC Fully paid ordinary shares	Rights to acquire fully paid ordinary shares	WBC Fully paid ordinary shares	WBC Fully paid ordinary shares

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Direct or indirect interest	Direct	Direct	Indirect	Indirect
Number acquired	56,988	-	-	-
Number disposed	-	-	-	-
Value / Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$32.0994 per share	-	-	-
No. of securities held after change	367,327	515,416 (unchanged)	156,390 (unchanged)	1,273,578 (unchanged)
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Granted under CEO Restricted Share Plan			

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	

+ See chapter 19 for defined terms.

Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺ closed period where prior written clearance was required?	NO
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.