

10 July 2015

Company Announcements Office
ASX Limited
Exchange Centre
Level 4, 20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

Please find attached an Appendix 3Y "Change of Director's Interest Notice" for the Company's Managing Director.

The Appendix 3Y, which relates to changes in the Managing Director's interest in securities as a result of the application of the Company's Long Term Incentive Plan, is being lodged outside the time prescribed by the ASX Listing Rules due to an administrative oversight.

The Company is focused on ensuring it has the necessary education, reporting and notification policies in place to ensure compliance with the disclosure obligations under Listing Rule 3.19A.

However, in light of this oversight the Company has strengthened its controls to ensure that all notices relating to changes of directors' relevant interests in securities are lodged within the prescribed time frame.

Yours sincerely



Peter Tompkins
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	Downer EDI Limited
ABN	97 003 872 848

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	Grant Anthony Fenn
Date of last notice	23 May 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	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	572,586 ordinary shares held by CPU Share Plans Pty Ltd (Trustee of the Downer EDI Limited Deferred Employee Share Plan) 1,200,505 performance rights, each representing a right to one ordinary share.
Date of change	15 January 2015 – 2011 Plan vesting 24 March 2015 – 2012 Plan forfeiture 2 June 2015 – 2014 & 2015 grants
No. of securities held prior to change	346,061 ordinary shares. In addition, the following share grants have been made to Mr Fenn under the long term incentive plan. These shares were acquired by the company under the plan. None of the shares below have met either the performance or service hurdle outlined below. Mr Fenn has a relevant interest in the ordinary shares through being able to direct the trustee to vote the shares until they are transferred from the trust following vesting or are forfeited.

+ See chapter 19 for defined terms.

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No. of securities held prior to change (continued)	<p>474,600 ordinary shares comprising of:</p> <ol style="list-style-type: none"> 1. 2011 LTI Plan 9,604 ordinary shares have met the relevant performance hurdles. A continued employment condition to 31 December 2014 applies to these shares. 2. 2012 LTI Plan 464,996 ordinary shares, comprising two tranches of 232,498 shares each. One tranche has a relative TSR performance hurdle for the three years to 31 December 2014. The other tranche has a compound annual EPS growth rate performance hurdle for the three years to 31 December 2014. A continued employment condition to 31 December 2015 applies to both tranches. <p>445,682 performance rights, each representing a right to one ordinary share. The grant is comprised of two tranches of 222,841 performance rights each. One tranche has a relative TSR performance hurdle for the three years to 31 December 2015. The other tranche has a compound annual EPS growth rate performance hurdle for the three years to 31 December 2015. A continued employment condition to 31 December 2016 applies to both tranches.</p>
Class	Ordinary
Number acquired	<p>9,604 shares granted to Mr Fenn under the LTI Plan (2011 Plan) have met the continued employment condition and have vested.</p> <p>243,576 performance rights have been granted to Mr Fenn under the 2014 LTI Plan.</p> <p>511,247 performance rights have been granted to Mr Fenn under the 2015 LTI Plan.</p>
Number disposed	248,075 shares granted to Mr Fenn under the LTI Plan (2012 Plan) have not met the relevant performance hurdles and the shares have been forfeited.
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Not applicable

+ See chapter 19 for defined terms.

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No. of securities held after change	<p>355,665 ordinary shares.</p> <p>In addition, 216,921 ordinary shares granted under the 2012 LTI Plan have met the relevant performance hurdles. A continued employment condition to 31 December 2015 applies to these shares.</p> <p>1,200,505 performance rights, each representing a right to one ordinary share, comprising of:</p> <ol style="list-style-type: none"> 1. 2013 LTI Plan 445,682 performance rights. The grant is comprised of two tranches of 222,841 performance rights each. One tranche has a relative TSR performance hurdle for the three years to 31 December 2015. The other tranche has a compound annual EPS growth rate performance hurdle for the three years to 31 December 2015. A continued employment condition to 31 December 2016 applies to both tranches. 2. 2014 LTI Plan 243,576 performance rights. The grant is comprised of two tranches of 121,788 performance rights each. One tranche has a relative TSR performance hurdle for the 2.5 years to 30 June 2016. The other tranche has a compound annual EPS growth rate performance hurdle for the 2.5 years to 30 June 2016. A continued employment condition to 30 June 2017 applies to both tranches. 3. 2015 LTI Plan 511,247 performance rights. The grant is comprised of three tranches: <ol style="list-style-type: none"> a. 170,416 performance rights with a relative TSR performance hurdle for the three years to 30 June 2017; b. 170,416 performance rights with a compound annual EPS growth rate performance hurdle for the three years to 30 June 2017; and c. 170,415 performance rights with a scorecard performance hurdle for the three years to 30 June 2017 <p>A continued employment condition to 31 December 2016 applies to each tranche.</p>
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Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	9,604 shares granted to Mr Fenn under the LTI Plan (2011 Plan) have met the continued employment condition and have vested. 248,075 shares granted to Mr Fenn under the LTI Plan (2012 Plan) have not met the relevant performance hurdles and the shares have been forfeited. 243,576 performance rights have been granted to Mr Fenn under the 2014 LTI Plan. 511,247 performance rights have been granted to Mr Fenn under the 2015 LTI Plan.
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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 Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
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
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⁺ See chapter 19 for defined terms.

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If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

+ See chapter 19 for defined terms.