

Form 603Corporations Act 2001
Section 671B**Notice of initial 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 became a substantial holder on 16 June 2016**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary	21,366,964	21,366,964	5.03%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Vanguard Investments Australia Ltd	Beneficial Owner	Ordinary – 13,923,238
The Vanguard Group, Inc.	Beneficial Owner	Ordinary – 7,443,726

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Vanguard Investments Australia Ltd	JP Morgan Chase Bank, N.A. and various other Custodians	Vanguard Investments Australia Ltd is the manager of various superannuation funds, institutional investor portfolios and unit trusts and in that capacity can exercise the power to vote and/or dispose of the shares	Ordinary – 13,923,238
The Vanguard Group, Inc.	Brown Brothers Harriman	The Vanguard Group, Inc., is the manager of various Mutual funds and accounts and in that capacity has the power to dispose of the shares	Ordinary – 2,819,289
The Vanguard Group, Inc.	Bank of New York Mellon	The Vanguard Group, Inc., is the manager of various Mutual funds and accounts and in that capacity has the power to dispose of the shares	Ordinary – 4,211
The Vanguard Group, Inc.	JP Morgan Chase Bank, N.A.	The Vanguard Group, Inc., is the manager of various Mutual funds and accounts and in that capacity has the power to dispose of the shares	Ordinary – 4,547,488
The Vanguard Group, Inc.	State Street Bank and Trust Company	The Vanguard Group, Inc., is the manager of various Mutual funds and accounts and in that capacity has the power to dispose of the shares	Ordinary – 72,738

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)	Class and number of securities
See Annexure A			

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

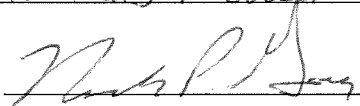
Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

7. 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

print name NICHOLAS P GOULD capacity COMPLIANCE MANAGER

sign here  date 20 June 2016

To Company
ACN/ARSN

Downer EDI LTD
003 872 848

Substantial Holder Name
ACN/ARSN

The Vanguard Group, Inc.
N/A

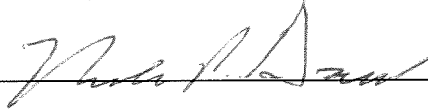
Date of change	Person whose relevant interest changed	Nature of Change(6)	Consideration given in relation to change(7)	Class	Number of securities affected	Person's votes affected
22-Feb-16	The Vanguard Group, Inc.	Buy	3.31	Ordinary	9,438	9,438
25-Feb-16	The Vanguard Group, Inc.	Buy	3.28	Ordinary	945	945
25-Feb-16	The Vanguard Group, Inc.	Buy	3.25	Ordinary	6,203	6,203
1-Mar-16	The Vanguard Group, Inc.	Buy	3.36	Ordinary	5,082	5,082
1-Mar-16	The Vanguard Group, Inc.	Buy	3.29	Ordinary	655	655
4-Mar-16	The Vanguard Group, Inc.	Buy	3.54	Ordinary	2,178	2,178
4-Mar-16	The Vanguard Group, Inc.	Buy	3.53	Ordinary	292	292
7-Mar-16	The Vanguard Group, Inc.	Buy	3.70	Ordinary	3,630	3,630
7-Mar-16	The Vanguard Group, Inc.	Sell	3.68	Ordinary	(8,280)	(8,280)
7-Mar-16	The Vanguard Group, Inc.	Buy	3.68	Ordinary	8,280	8,280
8-Mar-16	The Vanguard Group, Inc.	Sell	3.59	Ordinary	(2,232)	(2,232)
8-Mar-16	The Vanguard Group, Inc.	Buy	3.61	Ordinary	2,232	2,232
8-Mar-16	The Vanguard Group, Inc.	Buy	3.61	Ordinary	1,000	1,000
9-Mar-16	The Vanguard Group, Inc.	Buy	3.69	Ordinary	13,068	13,068
10-Mar-16	The Vanguard Group, Inc.	Sell	3.69	Ordinary	(27,342)	(27,342)
10-Mar-16	The Vanguard Group, Inc.	Buy	3.69	Ordinary	27,588	27,588
11-Mar-16	The Vanguard Group, Inc.	Buy	3.77	Ordinary	315	315
11-Mar-16	The Vanguard Group, Inc.	Buy	3.74	Ordinary	907	907
17-Mar-16	The Vanguard Group, Inc.	Buy	3.77	Ordinary	2,178	2,178
17-Mar-16	The Vanguard Group, Inc.	Sell	3.75	Ordinary	(26,448)	(26,448)
18-Mar-16	The Vanguard Group, Inc.	Sell	3.75	Ordinary	(65,888)	(65,888)
18-Mar-16	The Vanguard Group, Inc.	Sell	3.77	Ordinary	(1,038)	(1,038)
29-Mar-16	The Vanguard Group, Inc.	Buy	3.75	Ordinary	3,630	3,630
31-Mar-16	The Vanguard Group, Inc.	Buy	3.80	Ordinary	513	513
31-Mar-16	The Vanguard Group, Inc.	Buy	3.84	Ordinary	795	795
6-Apr-16	The Vanguard Group, Inc.	Sell	3.49	Ordinary	(8,031)	(8,031)
13-Apr-16	The Vanguard Group, Inc.	Buy	3.54	Ordinary	4,356	4,356
19-Apr-16	The Vanguard Group, Inc.	Buy	3.75	Ordinary	8,712	8,712
21-Apr-16	The Vanguard Group, Inc.	Buy	3.78	Ordinary	1,984	1,984
22-Apr-16	The Vanguard Group, Inc.	Buy	3.71	Ordinary	5,150	5,150
26-Apr-16	The Vanguard Group, Inc.	Buy	3.70	Ordinary	521	521
27-Apr-16	The Vanguard Group, Inc.	Buy	3.72	Ordinary	2,790	2,790
28-Apr-16	The Vanguard Group, Inc.	Buy	3.81	Ordinary	907	907
2-May-16	The Vanguard Group, Inc.	Buy	3.76	Ordinary	312	312
4-May-16	The Vanguard Group, Inc.	Buy	3.67	Ordinary	1,101	1,101
5-May-16	The Vanguard Group, Inc.	Sell	3.73	Ordinary	(1,116)	(1,116)
6-May-16	The Vanguard Group, Inc.	Sell	3.69	Ordinary	(3,348)	(3,348)
10-May-16	The Vanguard Group, Inc.	Buy	3.71	Ordinary	312	312
18-May-16	The Vanguard Group, Inc.	Buy	3.83	Ordinary	439	439
24-May-16	The Vanguard Group, Inc.	Buy	3.82	Ordinary	1,528	1,528
24-May-16	The Vanguard Group, Inc.	Buy	3.82	Ordinary	2,674	2,674
24-May-16	The Vanguard Group, Inc.	Buy	3.82	Ordinary	624	624
25-May-16	The Vanguard Group, Inc.	Sell	3.85	Ordinary	(51,036)	(51,036)
26-May-16	The Vanguard Group, Inc.	Buy	3.88	Ordinary	10,320	10,320
6-Jun-16	The Vanguard Group, Inc.	Buy	3.89	Ordinary	10,696	10,696
8-Jun-16	The Vanguard Group, Inc.	Buy	3.87	Ordinary	5,348	5,348
8-Jun-16	The Vanguard Group, Inc.	Buy	3.87	Ordinary	1,190	1,190
10-Jun-16	The Vanguard Group, Inc.	Sell	3.74	Ordinary	(5,022)	(5,022)
10-Jun-16	The Vanguard Group, Inc.	Buy	3.77	Ordinary	292	292
14-Jun-16	The Vanguard Group, Inc.	Buy	3.70	Ordinary	1,310	1,310
14-Jun-16	The Vanguard Group, Inc.	Buy	3.70	Ordinary	2,531	2,531
16-Jun-16	The Vanguard Group, Inc.	Buy	3.75	Ordinary	3,438	3,438
24-Feb-16	Vanguard Investments Australia Ltd.	Buy	3.20	Ordinary	13,130	13,130
29-Feb-16	Vanguard Investments Australia Ltd.	Buy	3.33	Ordinary	6,120	6,120
29-Feb-16	Vanguard Investments Australia Ltd.	Sell	3.33	Ordinary	(36,664)	(36,664)
2-Mar-16	Vanguard Investments Australia Ltd.	Buy	3.39	Ordinary	10,828	10,828
8-Mar-16	Vanguard Investments Australia Ltd.	Buy	3.61	Ordinary	342,108	342,108

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
8-Mar-16	Vanguard Investments Australia Ltd.	Buy	3.61	Ordinary	846,983	846,983
11-Mar-16	Vanguard Investments Australia Ltd.	Buy	3.74	Ordinary	4,176	4,176
18-Mar-16	Vanguard Investments Australia Ltd.	Sell	3.77	Ordinary	(19,959)	(19,959)
30-Mar-16	Vanguard Investments Australia Ltd.	Buy	3.72	Ordinary	13,369	13,369
30-Mar-16	Vanguard Investments Australia Ltd.	Buy	3.72	Ordinary	32,873	32,873
30-Mar-16	Vanguard Investments Australia Ltd.	Buy	3.72	Ordinary	8,052	8,052
31-Mar-16	Vanguard Investments Australia Ltd.	Sell	3.84	Ordinary	(5,763)	(5,763)
1-Apr-16	Vanguard Investments Australia Ltd.	Buy	3.75	Ordinary	3,704	3,704
4-Apr-16	Vanguard Investments Australia Ltd.	Sell	3.74	Ordinary	(637,246)	(637,246)
5-Apr-16	Vanguard Investments Australia Ltd.	Buy	3.38	Ordinary	10,500	10,500
11-Apr-16	Vanguard Investments Australia Ltd.	Buy	3.43	Ordinary	2,778	2,778
14-Apr-16	Vanguard Investments Australia Ltd.	Sell	3.61	Ordinary	(314,118)	(314,118)
14-Apr-16	Vanguard Investments Australia Ltd.	Buy	3.61	Ordinary	314,118	314,118
21-Apr-16	Vanguard Investments Australia Ltd.	Sell	3.86	Ordinary	(234,354)	(234,354)
21-Apr-16	Vanguard Investments Australia Ltd.	Buy	3.86	Ordinary	4,130	4,130
21-Apr-16	Vanguard Investments Australia Ltd.	Buy	3.86	Ordinary	234,354	234,354
22-Apr-16	Vanguard Investments Australia Ltd.	Sell	3.71	Ordinary	(10,398)	(10,398)
26-Apr-16	Vanguard Investments Australia Ltd.	Sell	3.73	Ordinary	(13,445)	(13,445)
29-Apr-16	Vanguard Investments Australia Ltd.	Buy	3.72	Ordinary	21,298	21,298
29-Apr-16	Vanguard Investments Australia Ltd.	Buy	3.72	Ordinary	26,890	26,890
3-May-16	Vanguard Investments Australia Ltd.	Buy	3.75	Ordinary	76,830	76,830
6-May-16	Vanguard Investments Australia Ltd.	Buy	3.68	Ordinary	61,230	61,230
10-May-16	Vanguard Investments Australia Ltd.	Buy	3.67	Ordinary	134,600	134,600
12-May-16	Vanguard Investments Australia Ltd.	Sell	3.80	Ordinary	(21,528)	(21,528)
16-May-16	Vanguard Investments Australia Ltd.	Buy	3.82	Ordinary	50,420	50,420
17-May-16	Vanguard Investments Australia Ltd.	Buy	3.83	Ordinary	43,410	43,410
20-May-16	Vanguard Investments Australia Ltd.	Buy	3.86	Ordinary	6,945	6,945
20-May-16	Vanguard Investments Australia Ltd.	Buy	3.86	Ordinary	10,784	10,784
31-May-16	Vanguard Investments Australia Ltd.	Sell	3.90	Ordinary	(16,107)	(16,107)
31-May-16	Vanguard Investments Australia Ltd.	Sell	3.90	Ordinary	(4,011)	(4,011)
2-Jun-16	Vanguard Investments Australia Ltd.	Sell	3.89	Ordinary	(74,358)	(74,358)
7-Jun-16	Vanguard Investments Australia Ltd.	Sell	3.87	Ordinary	(40,281)	(40,281)
7-Jun-16	Vanguard Investments Australia Ltd.	Buy	3.90	Ordinary	75,948	75,948
8-Jun-16	Vanguard Investments Australia Ltd.	Buy	3.87	Ordinary	110,023	110,023
9-Jun-16	Vanguard Investments Australia Ltd.	Buy	3.88	Ordinary	199,720	199,720
10-Jun-16	Vanguard Investments Australia Ltd.	Buy	3.77	Ordinary	185,578	185,578
14-Jun-16	Vanguard Investments Australia Ltd.	Buy	3.73	Ordinary	156,588	156,588
15-Jun-16	Vanguard Investments Australia Ltd.	Buy	3.75	Ordinary	141,289	141,289
16-Jun-16	Vanguard Investments Australia Ltd.	Buy	3.74	Ordinary	178,139	178,139

This is Annexure A of 2 pages referred to in Form 603, Notice of initial substantial holder.

Signature



Date

20-Jun-2016