AUSTRALIA & NEW ZEALAND BANKING GROUP LTD
Form 6-K
February 06, 2007

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 Month of January 2007

Australia and New Zealand Banking Group Limited

ACN 005 357 522

(Translation of registrant s name into English)

Level 6, 100 Queen Street Melbourne Victoria 3000 Australia

(Address of principal executive offices)

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 x Form 40-F o

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 o No x

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

This Form 6-K may contain certain forward-looking statements, including statements regarding (i) economic and financial forecasts, (ii) anticipated implementation of certain control systems and programs, (iii) the expected outcomes of legal proceedings and (iv) strategic priorities. Such forward- looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors, many of which are beyond our control and which may cause actual results to differ materially from those expressed in the forward-looking statement contained in these forward- looking statements. For example, these forward-looking statements may be affected by movements in exchange rates and interest rates, general economic conditions, our ability to acquire or develop necessary technology, our ability to attract and retain qualified personnel, government regulation, the competitive environment and political and regulatory policies. There can be no assurance that actual outcomes will not differ materially from the forward-looking statements contained in the Form 6-K.

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.

Australia and New Zealand
Banking Group Limited
(Registrant)

By: /s/ John Priestley
Company Secretary
(Signature)*

Date 02 February 2007

* Print the name and title of the signing officer under his signature.

Company Secretary s Office
Level 6, 100 Queen Street
Melbourne VIC 3000
Phone 03 9273 6141
Fax 03 9605 3495

30 January 2007

Company Announcements

Australian Stock Exchange

Level 10, 20 Bond Street

SYDNEY NSW 2000

Appendix 3Y Share Transactions by Mr John McFarlane

The attached Appendix 3Y includes transactions in ANZ shares undertaken on 29 January 2007 by Mr. John McFarlane, Chief Executive Officer of ANZ.

The transactions were:

- The purchase of 17,798 shares at an average price of $29.0932 under the Directors Share Plan in lieu of salary.

- The sale of 17,798 shares from Mr. McFarlane s personal holdings at an average price of $29.0702, with the proceeds applied to reduce margin loans outstanding with ANZ.

- The purchase of 4,125 shares for Mr. McFarlane s personal superannuation fund at an average price of $28.9903.

As a result of these transactions, Mr. McFarlane s total direct and indirect holdings of ANZ shares have increased by 4,125 to 2,001,838 shares.

John Priestley

Company Secretary

Appendix 3Y

Change of Director s Interest Notice

Name of entity	Australia and New Zealand Banking Group Limited
ABN	11 005 357 522

Australia and New Zealand Banking Group Limited gives 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	Mr John McFarlane
Date of last Notice	21 December 2006

Part 1 Change of director s relevant interest in securities

Ordinary Shares:

Direct interest			685,557
Indirect interest			1,312,156
Nature of indirect interest	**Number & Class of Securities**		
• Ballimore Pty Ltd (a/c Superannuation Fund)	Ordinary Shares	80,159	
• ANZEST Pty Ltd			
ANZ Employee Share Acquisition Plan:			
• Deferred Shares - vested	Ordinary Shares	87,190	
• Performance Shares not yet vested	Ordinary Shares	175,000	
ANZ Directors Share Plan	Ordinary Shares	969,807	
	Total	1,312,156	
No of securities held prior to change			**1,997,713**
Date of change	29 January 2007		
Class	Ordinary Shares		
Number acquired (Indirect)			
• ANZEST Pty Ltd -ANZ Directors Share Plan	Ordinary Shares	17,798	
• Ballimore Pty Ltd (a/c Superannuation Fund)	Ordinary Shares	4,125	
	Total	21,923	
Number disposed (Direct)	Ordinary Shares	(17,798)	
Nature of Change	On market trades		
Value/Consideration	• 17,798 Ordinary Shares acquired at an average price of $29.0932. • 17,798 Ordinary Shares sold at an average price of $29.0702. • 4,125 Ordinary Shares acquired at an average price of $28.9903.		
Number of securities held after change			
Direct Interest Decreased (by 17,798)			667,759
Indirect Interest Increased (by 21,923)			1,334,079
Total of Interest			**2,001,838**

Options over unissued ordinary shares:

Direct Interest	**700,000**
Indirect Interest	Nil
No of securities held prior to change	700,000
Date of change	N/A
Class	N/A
Number acquired Direct Interest	N/A
Number disposed of	N/A
Nature of Change	N/A
Value/Consideration	N/A
Number of securities held after change	
Direct Interest Unchanged	700,000
Indirect Interest Unchanged	Nil
Total of Interest	**700,000**

Part 2 Change of director s interests in contracts - Nil

John Priestley
Company Secretary
Australia and New Zealand Banking Group Limited

30 January 2007