

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	Woodside Petroleum Ltd
ABN	55 004 898 962

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	Peter John COLEMAN
Date of last notice	3 June 2011

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) Note: Provide details of the circumstances giving rise to the relevant interest.	Beneficial interest in ordinary fully paid shares held by Pacific Custodians Pty Ltd as trustee, acquired pursuant to an executive employment agreement between Mr Peter Coleman and Woodside Petroleum Ltd. Woodside Petroleum Ltd's obligation to allocate 66,004 ordinary fully paid shares to a trustee for the benefit of Mr Coleman was disclosed in Mr Coleman's Appendix 3X Initial Director's Interest Notice lodged with ASX on 3 June 2011. The shares were purchased on-market by the trustee on 17 June 2011.
Date of change	17 June 2011
No. of securities held prior to change	Nil (however Mr Coleman had a notifiable interest in 66,004 shares pursuant to his executive employment contract, as disclosed in Part 3 (Director's interests in contracts) of Mr Coleman's Appendix 3X Initial Director's Interest Notice).
Class	Ordinary fully paid shares
Number acquired	66,004
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Consideration is the provision of services under Mr Coleman's executive employment agreement. Pursuant to the agreement, Mr Coleman was entitled to an allocation of shares to the value of A\$3 million. The number of shares allocated was determined with reference to a share price of A\$45.45 per share, which was the volume weighted average sale price of shares sold on ASX for the five trading days up to and including the date of Mr Coleman's appointment on 30 May 2011.

+ See chapter 19 for defined terms.

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No. of securities held after change	66,004 ordinary shares held by Pacific Custodians Pty Ltd as trustee
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-market purchase by Pacific Custodians Pty Ltd in accordance with the executive employment agreement between Woodside Petroleum Ltd and Mr Coleman. As set out in Mr Coleman's Appendix 3X Initial Director's Interest Notice, the shares will, subject to the satisfaction of the conditions in the executive employment agreement, vest in three tranches as follows: Tranche 1: 22,001 shares vesting on 30 May 2012; Tranche 2: 22,001 shares vesting on 30 May 2013; and Tranche 3: 22,002 shares vesting on 30 May 2014.

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	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
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	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

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.