

Form 604
Corporations Act 2001
Section 671B

Notice of Change of Interests of Substantial Holder

To: **Iluka Resources Ltd**

ACN/ARSN:

1. Details of substantial holder (s)

Name: FMR LLC and FIL

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on	24 June 2011
The previous notice was given to the company on	10 Jun 2011
The previous notice was dated	10 Jun 2011

2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of Securities (4)	Previous Notice Person's votes	Previous Notice Voting Power (5)	Present Notice Person's votes	Present Notice Voting Power (5)
Common Stock	21,000,952	5.02%	25,748,097	6.15%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of Change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
			AUD \$	Common Stock	Common Stock
9 June 2011	FMR LLC & FIL	BUY	17.14	436	436
9 June 2011	FMR LLC & FIL	BUY	17.10	1,050	1,050
9 June 2011	FMR LLC & FIL	BUY	16.94	1,543	1,543
9 June 2011	FMR LLC & FIL	SELL	16.69	6,937	6,937
9 June 2011	FMR LLC & FIL	BUY	17.14	26,868	26,868
9 June 2011	FMR LLC & FIL	BUY	17.10	64,652	64,652
9 June 2011	FMR LLC & FIL	BUY	17.14	1,107	1,107
9 June 2011	FMR LLC & FIL	BUY	17.10	2,665	2,665
9 June 2011	FMR LLC & FIL	BUY	16.94	3,917	3,917

9 June 2011	FMR LLC & FIL	BUY	17.01	101,182	101,182
9 June 2011	FMR LLC & FIL	BUY	17.14	850	850
9 June 2011	FMR LLC & FIL	BUY	17.14	53,752	53,752
9 June 2011	FMR LLC & FIL	BUY	17.10	129,335	129,335
9 June 2011	FMR LLC & FIL	BUY	17.14	3,732	3,732
9 June 2011	FMR LLC & FIL	BUY	17.10	8,981	8,981
9 June 2011	FMR LLC & FIL	BUY	17.14	3,348	3,348
9 June 2011	FMR LLC & FIL	BUY	17.10	8,057	8,057
9 June 2011	FMR LLC & FIL	BUY	16.94	11,840	11,840
9 June 2011	FMR LLC & FIL	BUY	17.14	1,757	1,757
9 June 2011	FMR LLC & FIL	BUY	17.10	4,227	4,227
9 June 2011	FMR LLC & FIL	BUY	16.94	6,212	6,212
9 June 2011	FMR LLC & FIL	BUY	17.14	5,904	5,904
9 June 2011	FMR LLC & FIL	BUY	17.14	5,566	5,566
9 June 2011	FMR LLC & FIL	BUY	17.10	13,394	13,394
9 June 2011	FMR LLC & FIL	BUY	16.94	19,687	19,687
9 June 2011	FMR LLC & FIL	BUY	17.14	12,907	12,907
9 June 2011	FMR LLC & FIL	BUY	17.14	1,428	1,428
9 June 2011	FMR LLC & FIL	BUY	17.10	3,436	3,436
9 June 2011	FMR LLC & FIL	BUY	16.94	5,050	5,050
9 June 2011	FMR LLC & FIL	BUY	17.14	817	817
9 June 2011	FMR LLC & FIL	BUY	16.94	2,367	2,367
10 June 2011	FMR LLC & FIL	BUY	17.51	713	713
10 June 2011	FMR LLC & FIL	BUY	17.51	1,914	1,914
10 June 2011	FMR LLC & FIL	BUY	17.51	43,709	43,709
10 June 2011	FMR LLC & FIL	BUY	17.51	117,336	117,336
10 June 2011	FMR LLC & FIL	BUY	17.51	1,816	1,816
10 June 2011	FMR LLC & FIL	BUY	17.51	4,875	4,875
10 June 2011	FMR LLC & FIL	BUY	17.51	5,259	5,259
10 June 2011	FMR LLC & FIL	BUY	17.51	14,118	14,118
10 June 2011	FMR LLC & FIL	BUY	17.51	1,376	1,376
10 June 2011	FMR LLC & FIL	BUY	17.51	3,695	3,695
10 June 2011	FMR LLC & FIL	BUY	17.51	87,411	87,411
10 June 2011	FMR LLC & FIL	BUY	17.51	234,644	234,644
10 June 2011	FMR LLC & FIL	BUY	17.51	6,311	6,311
10 June 2011	FMR LLC & FIL	BUY	17.51	16,943	16,943
10 June 2011	FMR LLC & FIL	BUY	17.51	5,480	5,480
10 June 2011	FMR LLC & FIL	BUY	17.51	14,711	14,711
10 June 2011	FMR LLC & FIL	BUY	17.51	2,866	2,866
10 June 2011	FMR LLC & FIL	BUY	17.51	7,696	7,696
10 June 2011	FMR LLC & FIL	BUY	17.51	9,567	9,567
10 June 2011	FMR LLC & FIL	BUY	17.51	25,683	25,683
10 June 2011	FMR LLC & FIL	BUY	17.51	9,100	9,100
10 June 2011	FMR LLC & FIL	BUY	17.51	15,514	15,514
10 June 2011	FMR LLC & FIL	BUY	17.51	21,070	21,070
10 June 2011	FMR LLC & FIL	BUY	17.51	56,562	56,562

10 June 2011	FMR LLC & FIL	BUY	17.51	2,336	2,336
10 June 2011	FMR LLC & FIL	BUY	17.51	6,271	6,271
10 June 2011	FMR LLC & FIL	BUY	17.51	1,334	1,334
10 June 2011	FMR LLC & FIL	BUY	17.51	3,583	3,583
14 June 2011	FMR LLC & FIL	BUY	16.90	457	457
14 June 2011	FMR LLC & FIL	BUY	16.99	698	698
14 June 2011	FMR LLC & FIL	BUY	17.00	982	982
14 June 2011	FMR LLC & FIL	BUY	16.89	1,315	1,315
14 June 2011	FMR LLC & FIL	BUY	16.99	20,018	20,018
14 June 2011	FMR LLC & FIL	BUY	17.00	28,144	28,144
14 June 2011	FMR LLC & FIL	BUY	16.90	27,834	27,834
14 June 2011	FMR LLC & FIL	BUY	16.99	42,513	42,513
14 June 2011	FMR LLC & FIL	BUY	17.00	59,771	59,771
14 June 2011	FMR LLC & FIL	BUY	16.89	80,000	80,000
14 June 2011	FMR LLC & FIL	BUY	16.99	5,861	5,861
14 June 2011	FMR LLC & FIL	BUY	17.00	8,240	8,240
14 June 2011	FMR LLC & FIL	BUY	16.90	1,159	1,159
14 June 2011	FMR LLC & FIL	BUY	16.99	1,770	1,770
14 June 2011	FMR LLC & FIL	BUY	17.00	2,488	2,488
14 June 2011	FMR LLC & FIL	BUY	16.89	3,331	3,331
14 June 2011	FMR LLC & FIL	BUY	16.90	3,804	3,804
14 June 2011	FMR LLC & FIL	BUY	16.99	5,810	5,810
14 June 2011	FMR LLC & FIL	BUY	17.00	8,169	8,169
14 June 2011	FMR LLC & FIL	BUY	16.89	10,934	10,934
14 June 2011	FMR LLC & FIL	BUY	16.99	24,084	24,084
14 June 2011	FMR LLC & FIL	BUY	17.00	33,860	33,860
14 June 2011	FMR LLC & FIL	BUY	16.99	3,519	3,519
14 June 2011	FMR LLC & FIL	BUY	17.00	4,947	4,947
14 June 2011	FMR LLC & FIL	BUY	16.99	2,667	2,667
14 June 2011	FMR LLC & FIL	BUY	17.00	3,749	3,749
14 June 2011	FMR LLC & FIL	BUY	16.99	5,202	5,202
14 June 2011	FMR LLC & FIL	BUY	17.00	7,314	7,314
14 June 2011	FMR LLC & FIL	BUY	16.89	576	576
14 June 2011	FMR LLC & FIL	BUY	16.90	873	873
14 June 2011	FMR LLC & FIL	BUY	16.90	55,567	55,567
14 June 2011	FMR LLC & FIL	BUY	16.99	84,868	84,868
14 June 2011	FMR LLC & FIL	BUY	17.00	119,317	119,317
14 June 2011	FMR LLC & FIL	BUY	16.89	159,691	159,691
14 June 2011	FMR LLC & FIL	BUY	16.90	3,880	3,880
14 June 2011	FMR LLC & FIL	BUY	16.99	5,926	5,926
14 June 2011	FMR LLC & FIL	BUY	17.00	8,332	8,332
14 June 2011	FMR LLC & FIL	BUY	16.89	11,153	11,153
14 June 2011	FMR LLC & FIL	BUY	16.90	3,511	3,511
14 June 2011	FMR LLC & FIL	BUY	16.99	5,362	5,362
14 June 2011	FMR LLC & FIL	BUY	17.00	7,539	7,539
14 June 2011	FMR LLC & FIL	BUY	16.89	10,091	10,091

14 June 2011	FMR LLC & FIL	BUY	16.90	1,828	1,828
14 June 2011	FMR LLC & FIL	BUY	16.99	2,793	2,793
14 June 2011	FMR LLC & FIL	BUY	17.00	3,926	3,926
14 June 2011	FMR LLC & FIL	BUY	16.89	5,255	5,255
14 June 2011	FMR LLC & FIL	BUY	16.90	6,085	6,085
14 June 2011	FMR LLC & FIL	BUY	16.89	6,177	6,177
14 June 2011	FMR LLC & FIL	BUY	16.90	13,441	13,441
14 June 2011	FMR LLC & FIL	BUY	16.99	14,637	14,637
14 June 2011	FMR LLC & FIL	BUY	16.89	38,633	38,633
14 June 2011	FMR LLC & FIL	BUY	16.90	1,500	1,500
14 June 2011	FMR LLC & FIL	BUY	16.99	2,292	2,292
14 June 2011	FMR LLC & FIL	BUY	17.00	3,222	3,222
14 June 2011	FMR LLC & FIL	BUY	16.89	4,313	4,313
14 June 2011	FMR LLC & FIL	BUY	16.89	533	533
14 June 2011	FMR LLC & FIL	BUY	16.90	851	851
15 June 2011	FMR LLC & FIL	BUY	17.17	154	154
15 June 2011	FMR LLC & FIL	BUY	17.17	404	404
15 June 2011	FMR LLC & FIL	BUY	17.55	1,690	1,690
15 June 2011	FMR LLC & FIL	BUY	17.39	11,392	11,392
15 June 2011	FMR LLC & FIL	BUY	17.17	18,277	18,277
15 June 2011	FMR LLC & FIL	BUY	17.17	35,761	35,761
15 June 2011	FMR LLC & FIL	BUY	17.55	16,888	16,888
15 June 2011	FMR LLC & FIL	BUY	17.39	113,821	113,821
15 June 2011	FMR LLC & FIL	BUY	17.17	182,604	182,604
15 June 2011	FMR LLC & FIL	BUY	17.17	357,288	357,288
15 June 2011	FMR LLC & FIL	BUY	17.55	2,371	2,371
15 June 2011	FMR LLC & FIL	BUY	17.39	15,988	15,988
15 June 2011	FMR LLC & FIL	BUY	17.17	25,954	25,954
15 June 2011	FMR LLC & FIL	BUY	17.17	50,784	50,784
15 June 2011	FMR LLC & FIL	BUY	17.17	5,162	5,162
15 June 2011	FMR LLC & FIL	BUY	17.55	2,246	2,246
15 June 2011	FMR LLC & FIL	BUY	17.39	15,144	15,144
15 June 2011	FMR LLC & FIL	BUY	17.17	20,610	20,610
15 June 2011	FMR LLC & FIL	BUY	17.17	1,590	1,590
15 June 2011	FMR LLC & FIL	BUY	17.17	284	284
15 June 2011	FMR LLC & FIL	BUY	17.17	1,028	1,028
15 June 2011	FMR LLC & FIL	BUY	17.55	308	308
15 June 2011	FMR LLC & FIL	BUY	17.39	2,077	2,077
15 June 2011	FMR LLC & FIL	BUY	17.17	3,372	3,372
15 June 2011	FMR LLC & FIL	BUY	17.17	6,599	6,599
15 June 2011	FMR LLC & FIL	BUY	17.17	7,560	7,560
15 June 2011	FMR LLC & FIL	BUY	17.55	268	268
15 June 2011	FMR LLC & FIL	BUY	17.39	1,263	1,263
15 June 2011	FMR LLC & FIL	BUY	17.17	2,051	2,051
15 June 2011	FMR LLC & FIL	BUY	17.17	4,014	4,014
15 June 2011	FMR LLC & FIL	BUY	17.55	268	268

15 June 2011	FMR LLC & FIL	BUY	17.39	949	949
15 June 2011	FMR LLC & FIL	BUY	17.17	1,541	1,541
15 June 2011	FMR LLC & FIL	BUY	17.17	3,016	3,016
15 June 2011	FMR LLC & FIL	BUY	17.17	1,484	1,484
15 June 2011	FMR LLC & FIL	BUY	17.55	4,512	4,512
15 June 2011	FMR LLC & FIL	BUY	17.39	30,418	30,418
15 June 2011	FMR LLC & FIL	BUY	17.17	39,923	39,923
15 June 2011	FMR LLC & FIL	BUY	17.55	316	316
15 June 2011	FMR LLC & FIL	BUY	17.39	2,132	2,132
15 June 2011	FMR LLC & FIL	BUY	17.17	3,461	3,461
15 June 2011	FMR LLC & FIL	BUY	17.17	6,772	6,772
15 June 2011	FMR LLC & FIL	BUY	17.17	780	780
15 June 2011	FMR LLC & FIL	BUY	17.17	3,101	3,101
15 June 2011	FMR LLC & FIL	BUY	17.17	1,609	1,609
15 June 2011	FMR LLC & FIL	BUY	17.17	1,800	1,800
15 June 2011	FMR LLC & FIL	BUY	17.55	661	661
15 June 2011	FMR LLC & FIL	BUY	17.55	268	268
15 June 2011	FMR LLC & FIL	BUY	17.39	816	816
15 June 2011	FMR LLC & FIL	BUY	17.17	1,326	1,326
15 June 2011	FMR LLC & FIL	BUY	17.17	2,594	2,594
15 June 2011	FMR LLC & FIL	BUY	17.55	268	268
16 June 2011	FMR LLC & FIL	BUY	17.33	15,844	15,844
16 June 2011	FMR LLC & FIL	BUY	17.25	866	866
16 June 2011	FMR LLC & FIL	BUY	17.33	151,772	151,772
16 June 2011	FMR LLC & FIL	BUY	17.33	24,489	24,489
16 June 2011	FMR LLC & FIL	BUY	17.33	111,347	111,347
16 June 2011	FMR LLC & FIL	BUY	17.33	11,948	11,948
16 June 2011	FMR LLC & FIL	BUY	17.33	78,626	78,626
16 June 2011	FMR LLC & FIL	BUY	17.33	1,832	1,832
16 June 2011	FMR LLC & FIL	BUY	17.33	222,323	222,323
16 June 2011	FMR LLC & FIL	BUY	17.33	42,454	42,454
16 June 2011	FMR LLC & FIL	BUY	17.25	166	166
16 June 2011	FMR LLC & FIL	BUY	17.33	68,377	68,377
16 June 2011	FMR LLC & FIL	BUY	17.33	3,546	3,546
16 June 2011	FMR LLC & FIL	BUY	17.33	23,030	23,030
17 June 2011	FMR LLC & FIL	SELL	16.83	22,099	22,099
17 June 2011	FMR LLC & FIL	SELL	16.87	786	786
17 June 2011	FMR LLC & FIL	BUY	17.10	78,198	78,198
17 June 2011	FMR LLC & FIL	SELL	16.83	27,054	27,054
17 June 2011	FMR LLC & FIL	BUY	17.10	146,775	146,775
17 June 2011	FMR LLC & FIL	SELL	16.83	2,999	2,999
17 June 2011	FMR LLC & FIL	SELL	16.83	33,810	33,810
17 June 2011	FMR LLC & FIL	SELL	16.83	2,961	2,961
17 June 2011	FMR LLC & FIL	SELL	17.01	3,900	3,900
17 June 2011	FMR LLC & FIL	BUY	16.78	7,128	7,128
20 June 2011	FMR LLC & FIL	SELL	16.84	14,576	14,576

20 June 2011	FMR LLC & FIL	SELL	16.84	21,973	21,973
20 June 2011	FMR LLC & FIL	SELL	16.84	33,726	33,726
21 June 2011	FMR LLC & FIL	SELL	16.27	2,000	2,000
22 June 2011	FMR LLC & FIL	SELL	17.22	17,993	17,993
22 June 2011	FMR LLC & FIL	SELL	17.22	18,827	18,827
23 June 2011	FMR LLC & FIL	BUY	16.87	2,342	2,342
23 June 2011	FMR LLC & FIL	BUY	16.87	24,513	24,513
23 June 2011	FMR LLC & FIL	BUY	16.87	25,007	25,007
23 June 2011	FMR LLC & FIL	BUY	16.87	3,145	3,145
24 June 2011	FMR LLC & FIL	BUY	16.54	1,002	1,002
24 June 2011	FMR LLC & FIL	BUY	16.54	64,807	64,807
24 June 2011	FMR LLC & FIL	BUY	16.54	10,047	10,047
24 June 2011	FMR LLC & FIL	BUY	16.54	649,619	649,619
				Total Buy	4,992,942
				Total Sell	209,641
				Non-market Sell	36,156
				Overall Increase	4,747,145

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Class and number of securities
FMR LLC & FIL	VIP III BALANCED EQUITY SUB	3,145
FMR LLC & FIL	ABN AMRO ASIA PAC EX JAPAN EQ	27,771
FMR LLC & FIL	FID ASIA PACIFIC EX-JAP PLT 1	946
FMR LLC & FIL	FID ASIA PACIFIC EX-JAP PLT 2	866
FMR LLC & FIL	BARCLAYS AUSTRALIA FUND	35,772
FMR LLC & FIL	BOEING SLCT INTL SCAP T52923	16,970
FMR LLC & FIL	COLONIAL FIRST STATE AUS F 24	464,136
FMR LLC & FIL	FIDELITY GROWTH DISCOVERY FUND	278,557
FMR LLC & FIL	COX ENTP SLCT INT SMCP T52951	16,870
FMR LLC & FIL	FID DIVIDEND GROWTH FUND	24,513
FMR LLC & FIL	FID INSTL FDS-GLOBAL FOCUS FD	32,956
FMR LLC & FIL	FA EQUITY GROWTH FD	817,478
FMR LLC & FIL	FID INSTL SOUTH EAST ASIA FUND	213,507
FMR LLC & FIL	FID FDS - AUSTRALIA POOL	1,304,366
FMR LLC & FIL	FID FDS - ASIAN SPEC SITS POOL	1,093,900
FMR LLC & FIL	FID FDS - ASIA PAC DIVIDEND	94,981
FMR LLC & FIL	FID FDS ASIAN EQUITY POOL	278,882
FMR LLC & FIL	FID FD-INST ASIAPAC(XJAP)OP PL	70,484
FMR LLC & FIL	FID FDS-GLB REAL ASS SCTY POOL	137,919
FMR LLC & FIL	FID FDS GREATER CHINA II POOL	256,522
FMR LLC & FIL	FID FDS - GREATER CHINA POOL	235,960
FMR LLC & FIL	FID FDS-INST HONG KONG EQ POOL	74,742
FMR LLC & FIL	FID FUNDS - GLBL FOCUS POOL	61,997
FMR LLC & FIL	FID FDS - PACIFIC POOL	299,518

FMR LLC & FIL	FID FDS - SOUTHEAST ASIA POOL	1,843,742
FMR LLC & FIL	FID FDS - TAIWAN POOL	381,626
FMR LLC & FIL	FIDELITY AUSTRALIAN EQ FUND	4,770,009
FMR LLC & FIL	FIDELITY GLOBAL EQUITIES FUND	18,767
FMR LLC & FIL	FA DIVIDEND GROWTH	2,342
FMR LLC & FIL	FA DIVERSIFIED INTERNATIONAL	151,457
FMR LLC & FIL	FID PACIFIC DEVELOPED XJAP PLT	569
FMR LLC & FIL	FID AUS SELECT GL SMALL CAP FD	41,396
FMR LLC & FIL	FIL AUSTRALIA POC PILOT	4,499
FMR LLC & FIL	FID AUSTRALIA SMALL CAP PLT FD	5,237
FMR LLC & FIL	FID FAR EAST FUND - CANADA	266,386
FMR LLC & FIL	FIDELITY GLOBAL SMALL CAP FUND	3,492
FMR LLC & FIL	PYRAMIS CON INTL SM CAP T55105	70,721
FMR LLC & FIL	FID DIVERSIFIED INTRNTNL SUB A	1,508,861
FMR LLC & FIL	FD INTERNATIONAL SHARE FUND 3	174,080
FMR LLC & FIL	FID GLBL COMMODITY STK FUND	2,800
FMR LLC & FIL	AUSTRALIA - FUNDS SA	55,810
FMR LLC & FIL	FIREFLY	363,714
FMR LLC & FIL	FIDELITY SOUTH EAST ASIA FUND	927,725
FMR LLC & FIL	FIJ IT GLOBAL FUND MOTHER	88,659
FMR LLC & FIL	FIJ GLOBAL SMALL CAP T55452	3,520
FMR LLC & FIL	HKMPF-MKT INV ASIA PAC EQ FND	379,483
FMR LLC & FIL	HKMPF-MKT INV HOKO EQTY FD	1,285,461
FMR LLC & FIL	FIDELITY CHINA REGION FUND	914,544
FMR LLC & FIL	FA INT SOUTH EAST ASIA SUB	244,618
FMR LLC & FIL	PYRAMIS SEL INTL SM CAP(T1056)	167,057
FMR LLC & FIL	FIJ IT JPN ASIA GROWTH MOTHER	32,290
FMR LLC & FIL	FID KOREA ASIA EQUITY IT MTHR	119,164
FMR LLC & FIL	FID KOREA CHINA EQUITY IT MTHR	347,833
FMR LLC & FIL	MANAGEMENT BOARD PSPF	97,360
FMR LLC & FIL	MTR CORP LTD - HK EQTY MANDATE	60,246
FMR LLC & FIL	MERCER GBLINV CONC INTL T53648	39,561
FMR LLC & FIL	MLC INVESTMENTS LIMITED	747,424
FMR LLC & FIL	FID GLOBAL FOCUS FUND	160,300
FMR LLC & FIL	PERS OF MISSISSIPPI T53710	70,125
FMR LLC & FIL	MTR CORP RETMT SCHM PACIF EQTY	13,850
FMR LLC & FIL	NYC TCHR SELCT INT SCAP T52844	44,926
FMR LLC & FIL	ORANGE CTY EMPL RTRMNT T53323	23,179
FMR LLC & FIL	ORG SLCT INTL SM CAP FD T55495	90,225
FMR LLC & FIL	FID PACIFIC BASIN FUND	335,573
FMR LLC & FIL	PENN PUBLIC SCHOOL EMP T51727	37,307
FMR LLC & FIL	PYR EAFE DIVR MNTRL LONGT53041	6,811
FMR LLC & FIL	PUB SEC PSN SEL INTL SC T55523	98,122
FMR LLC & FIL	PYR CONC INTL SM CAP CP T16062	65,110
FMR LLC & FIL	KERN CNTY SEL INT SM CP T51631	35,662
FMR LLC & FIL	PYR SLCT INTL SMCEQ LLC T51489	17,975
FMR LLC & FIL	RIO TINTO STAFF SUPER FUND	432,443
FMR LLC & FIL	ST BOA FL SLCT INTL SM T50818	105,929
FMR LLC & FIL	PYR SEL INTL SC PLUS CP T16631	56,469
FMR LLC & FIL	STATE SUPER FINANCIAL SERVICES	519,585
FMR LLC & FIL	UNISUPER LIMITED	172,024
FMR LLC & FIL	TENNESSEE CONS RTMT SYS T52389	106,751
FMR LLC & FIL	UNIV OF MS RTRMNT PLAN T52971	19,598
FMR LLC & FIL	VICTORIAN FUNDS MGMT CORP	125,162

FMR LLC & FIL	VIP GROWTH	1,090,508
FMR LLC & FIL	VERIZON SELCT INTL SCAP T52922	18,574
FMR LLC & FIL	VERIZON SLCT INTL SCP T53095	20,562
FMR LLC & FIL	FUND 232	1,118,116
Total	25,748,097	6.15%

5. Changes in Association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
FMR LLC	No change
FIL	No change

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
FMR LLC	82 Devonshire Street Boston, MA 02109
FIL	PO Box HM 670, Hamilton HMCX, Bermuda

Sign Here _____

Dated: 28 June 2011

Ryo Sato

Assistant Manager, Regulatory Reporting

Duly authorized under Powers of Attorney dated 2 June 2008 by Scott Goebel by and on behalf of FMR LLC and its direct and indirect subsidiaries, and FIL Limited and its direct and indirect subsidiaries.