

Form 604**Corporations Act 2001****Section 671B****Notice of change of interests of substantial holder**To Company Name/Scheme **SLATER & GORDON LIMITED**ABN **93 097 297 400****1. Details of substantial holder(1)**Name **SLATER & GORDON LIMITED**ACN/ABN/ARSN *(if applicable) **ABN 93 097 297 400**There was a change in the interests of the substantial holder on **25/7/2011**The previous notice was given to the company on **14/1/2011**The previous notice was dated **14/1/2011****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		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	18,602,187	12.47%	11,116,490	7.45%

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
31/5/2011	Slater & Gordon Ltd	Release of disposal restrictions over 780,003 shares issued to vendors and principals of acquired firms being Gary Robb & Associates, Reid & Reid, and Maurice May & Co.	Nil	780,003 Ordinary Shares	780,003
31/5/2011	Slater & Gordon Ltd	Buy back of Shares issued under the SGH Employee Ownership Plan (EOP) on the cessation of employment of various registered holders. This involved 107,143 Ordinary Shares.	Nil	107,143 Ordinary Shares	107,143
30/6/2011	Slater & Gordon Ltd	Release of disposal restrictions over 433,475 shares issued to vendors and principals of acquired firms being Edwin Adbo & Associates, Nagle & McGuire, Secombs Lawyers and McGlades	Nil	433,475 Ordinary Shares	433,475
30/6/2011	Slater & Gordon Ltd	Decrease in relevant interest following issue of 19,152 ordinary shares on 30 June 2011 as part consideration pursuant to the Crane Butcher McKinnon Business Sale Agreement	N/A	19,152	19,152

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
1/7/2011	Slater & Gordon Ltd	Release of disposal restrictions over 201,864 shares issued to vendors of acquired firm Adams Leyland	Nil	201,864 Ordinary Shares	201,864
25/7/2011	Slater & Gordon Ltd	Release of disposal restrictions over 1,290,974 shares issued to vendors and principals of acquired firms. being McGlades, Quinn & Scattini and Trilby Misso Lawyers	Nil	1,290,974 Ordinary Shares	1,290,974
25/7/2011	Slater & Gordon Ltd	Release of disposal restrictions over 4,766,078 shares issued to various individuals under the SGH Employee Ownership Plan.	Nil	4,766,078 Ordinary Shares	4,766,078

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	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Slater & Gordon Ltd	Phillip Gleeson	Phillip Gleeson	Decrease in relevant interest in S&G following the buy-back of 107,143 Ordinary Shares owned under S&G's employee ownership plan on 31 May 2011.	107,143 Ordinary Shares were bought back on 31 May 2011 See item A.1 of Annexure A	Reduced to 5,146,311 Ordinary Shares
	Various employees	Registered holders	Decrease in relevant interest following the release of various employees set out in item 5 of Attachment A from disposal restrictions over ordinary shares owned by them respectively in S&G received under the Company's employee ownership plan (EOP) on 25 July 2011	4,766,078 Ordinary Shares were released from escrow on 25 July 2011 See item A.4 of Annexure A	
Slater & Gordon Ltd	Various Principals and Vendors of Acquired Firms	Registered holders	Decrease in relevant interest following the release of various principals and vendors of acquired firms from disposal restrictions over Ordinary Shares owned by them.	31 May 2011 – 780,003 Ordinary Shares 30 June 2011 – 413,190 Ordinary Shares 1 July 2011 – 201,864 Ordinary Shares 25 July 2011 – 1,290,974 Ordinary Shares See items A.2 and A.3 of Annexure A	Reduced by 2,686,031 Ordinary Shares to 5,852,235 Ordinary Shares
Slater & Gordon Ltd	Heather Margaret McKinnon	Registered holder	Decrease in relevant interest in S&G following issue of 19,152 ordinary shares as part consideration under the Crane Butcher McKinnon Business Sale Agreement.	19,152 Ordinary Shares issued 30 June 2011 See item A.3 of Annexure A	Decreased by 19,152 Ordinary Shares

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:

Nil.

6. Addresses

The addresses of persons named in this form are included in Attachment "A".

Signature

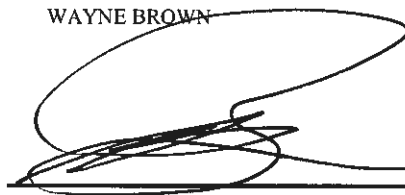
print name

WAYNE BROWN

capacity

COMPANY SECRETARY

sign here

A handwritten signature in black ink, appearing to be 'Wayne Brown', written over a horizontal line.

date 26 / 7 / 2011

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
 - (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
 - (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
 - (4) The voting shares of a company constitute one class unless divided into separate classes.
 - (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
 - (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
 - (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
 - (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A to Form 604 of SLATER & GORDON LTD

Continuation of Item 4 - Present relevant interests

The following information consolidates information set out in items 3 and 4 of this Notice not otherwise detailed in item 4 of this Notice:

Registered holder of securities & persons entitled to be registered as holders	Class and number of securities	Person's votes
A.1 Deemed interest of S&G following the EOP Buy Back (31 May 2011)		
Philip Gleeson	107,143 Restricted Ordinary Shares were bought back by the Company	Reduced by 107,143
A.2 Deemed interest of S&G arising under Binding Commitments on Principals of Acquired Firms (PAF) disclosed at the time of listing on 21 May 2007 in the prospectus dated 13 April 2007		
Gerard Rees	173,354 Ordinary Shares	Reduced to 173,354
Craig Lee	173,320 Ordinary Shares	Reduced to 173,320
Stuart Barnett	173,319 Ordinary Shares	Reduced to 173,319
Damien Brown	173,319 Ordinary Shares	Reduced to 173,319
Roshanna May	86,677 Ordinary Shares	Reduced to 86,677
Total PAF	779,989 Ordinary Shares	779,989
A.3 Deemed interest of S&G arising under Sale Agreements with Vendors of Acquired Firms (VAF) entered into post-listing on 21 May 2007		
Mr Edwin Anthony Abdo	Nil Ordinary Shares	Reduced to Nil
Mr John McGuire	124,138 Ordinary Shares	Reduced to 124,138
Mr Vincent Leonard Butcher	Nil Ordinary Shares	Nil
Ms Heather Margaret McKinnon	Nil Ordinary Shares	Nil
Mr Paul Kenneth Crane	Nil Ordinary Shares	Nil
Mr Damian Scattini	Nil Ordinary Shares	Reduced to Nil
Mr Roger Laurence Batrouney atf the Roger Batrouney Practice Trust	58,312 Ordinary Shares	Reduced to 58,312
Mr Neil Ashley Andrews atf the Neil Andrews Practice Trust	76,058 Ordinary Shares	Reduced to 76,058
Mr Rodney Malcolm Jones atf for the Rodney Jones Practice Trust	58,312 Ordinary Shares	Reduced to 58,312
Mr John Patrick Spillane atf the John Spillane Practice Trust	58,312 Ordinary Shares	Reduced to 58,312
Mr Keith Box	Nil Ordinary Shares	Reduced to Nil
Mr Peter John Long	Nil Ordinary Shares	Reduced to Nil
Mr Daniel H. McGlade	53,124 Ordinary Shares	Reduced to 53,124
Mr. Michael Broughton	316,639 Ordinary Shares	Reduced to 316,639
Mr. Neil Fitzpatrick	163,724 Ordinary Shares	Reduced to 163,724
Mr. Peter Hall	316,639 Ordinary Shares	Reduced to 316,639
Mr. Graeme McFayden	840,136 Ordinary Shares	Reduced to 840,136
Ms. Lisa Rennie	316,639 Ordinary Shares	Reduced to 316,639
Mr. Luke Short	316,639 Ordinary Shares	Reduced to 316,639
Mr Donald Cameron	67,288 Ordinary Shares	Reduced to 67,288

Registered holder of securities & persons entitled to be registered as holders	Class and number of securities	Person's votes
Mr Phillip Young	67,288 Ordinary Shares	Reduced to 67,288
Mr John McDonald	67,288 Ordinary Shares	Reduced to 57,288
Mr. Anthony Kenyon	169,682 Ordinary Shares	Reduced to 169,682
Mr. Lyndon Kenyon	169,682 Ordinary Shares	169,682
Mr. Scott Roulstone	563,064 Ordinary Shares	563,064
Mr. Tony Brakat	653,064 Ordinary Shares	563,064
Mr. Adrian Barakat	168,919 Ordinary Shares	168,919
Ms. Robyn Burgess	112,613 Ordinary Shares	112,613
Ms. Eleni Sirian	112,613 Ordinary Shares	112,613
Ms. Gillian Potts	112,613 Ordinary Shares	112,613
Mr. Steven Moussas	112,613 Ordinary Shares	112,613
Ms. Sharon Carbone	112,613 Ordinary Shares	112,613
Ms. Jazmina Mackovic	56,307 Ordinary Shares	56,307
Ms. Fiona Ley	56,307 Ordinary Shares	56,307
Mr. Geoffrey O'Hare	56,307 Ordinary Shares	56,307
Ms. Katstun Wren	56,307 Ordinary Shares	56,307
Total VAF	5,072,246 Ordinary Shares	5,072,246

A. 4 Deemed interest of S&G arising under terms of Employee Ownership Plan (EOP)

From 1 July 2010, some employees under the EOP reached the Restriction Termination Date (being the date by which EOP shares are released from sale/disposal restrictions, subject to the employee repaying the loan for the issue price to the Company). The Company notifies these shares as released from sale/disposal restrictions as a group, although this remains subject to employees repaying their loans to the Company. Individual employees have a further period of up to 3 years, depending on the date of issue of their shares, to repay their loans to the Company. The Company has decided to adopt a reporting structure notifying the release from sale/disposal restrictions as a group at the point of the Restriction Termination Date, or shortly after depending on the timing of the annual performance review process and provision of the required 10 days notice of the release of escrow to ASX.

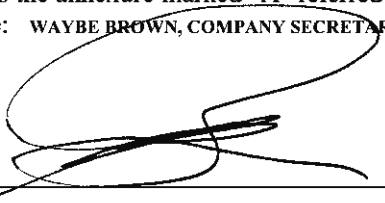
James Higgins	Nil	Nil
Mark Walter	Nil	Nil
Janine Gregory	50,000 Ordinary Shares	50,000
Rod Matthews	Nil	Nil
Christopher Prast	50,000 Ordinary Shares	50,000
William Madden	Nil	Nil
Barrie Woollacott	Nil	Nil
Phillip Pasfield	Nil	Nil
Paula Shelton	Nil	Nil
Wayne Brown	276,191 Ordinary Shares	276,191
Trudi Galbraith	Nil	Nil
Emma Hines	107,143 Ordinary Shares	107,143
Suzanne Sandford	107,143 Ordinary Shares	107,143
Marcus Fogarty	178,191 Ordinary Shares	178,191
Margaret Kent	53,572 Ordinary Shares	53,572
Joel Schneider	107,143 Ordinary Shares	107,143
Alan Macrae	107,143 Ordinary Shares	107,143
Craig Lynch	132,143 Ordinary Shares	132,143
Phil Gleeson	Nil	Nil
Jane Garrett	Nil	Nil

Registered holder of securities & persons entitled to be registered as holders	Class and number of securities	Person's votes
Tim Downie	53,571 Ordinary Shares	53,571
Craig Sidebottom	96,429 Ordinary Shares	96,429
Toby Borgeest	53,571 Ordinary Shares	53,571
Luisa Dropulich	53,571 Ordinary Shares	53,571
Julie Clayton	53,571 Ordinary Shares	53,571
Deb Potas	26,766 Ordinary Shares	26,766
Mike Feehan	400,000 Ordinary Shares	400,000
Steven Lewis	300,000 Ordinary Shares	300,000
Diana Agostinelli	100,000 Ordinary Shares	100,000
Katalin Blond	50,000 Ordinary Shares	50,000
Trevor Clark	Nil	Nil
Ben Hardwick	175,000 Ordinary Shares	175,000
Ike Nwokolo	100,000 Ordinary Shares	100,000
Joanne Panagakis	100,000 Ordinary Shares	100,000
Karen Simpson	100,000 Ordinary Shares	100,000
Dina Tutungi	175,000 Ordinary Shares	175,000
Kalle Amanatides	150,000 Ordinary Shares	150,000
David Andrews	250,000 Ordinary Shares	250,000
Stuart Barnett	200,000 Ordinary Shares	200,000
Margaret Brain	75,000 Ordinary Shares	75,000
Martin Carrick	35,000 Ordinary Shares	35,000
Roshana May	150,000 Ordinary Shares	150,000
Andy Munro	70,000 Ordinary Shares	70,000
Jonathan Pangrazio	150,000 Ordinary Shares	150,000
Ben Phi	150,000 Ordinary Shares	150,000
Michael Sayers	50,000 Ordinary Shares	50,000
Claire Setches	100,000 Ordinary Shares	100,000
Tricia Wong	70,000 Ordinary Shares	70,000
Michael Magazanik	75,000 Ordinary Shares	75,000
Joanne Wade	75,000 Ordinary Shares	75,000
Rod Cunich	75,000 Ordinary Shares	75,000
Sue Bence	75,000 Ordinary Shares	75,000
Van Moulis	75,000 Ordinary Shares	75,000
Matt Jackson	50,000 Ordinary Shares	50,000
Genevieve Henderson	40,000 Ordinary Shares	40,000
Meghan Hoare	40,000 Ordinary Shares	40,000
Stuart Le Grand	40,000 Ordinary Shares	40,000
Total under EOP	5,146,311 Ordinary Shares	5,146,311

6. **Addresses**

The addresses of persons named in this Form 604 are as follows (on the following two pages).

This is the annexure marked "A" referred to in the Notice of change of interests of substantial holder (form 604) signed by me: WAYBE BROWN, COMPANY SECRETARY

A handwritten signature in black ink, appearing to be 'Waybe Brown', written over a horizontal line.

Signature 26/7/2011

Name	Address
Slater & Gordon Limited	485 La Trobe Street, Melbourne, Victoria, 3000
Edwin Abdo	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Diana Agostinelli	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Kalle Amanatides	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
David Andrews	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Neil Andrews	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Roger Batrouney	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Stuart Barnett	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Sue Bence	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Stuart Bennett	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Toby Borgeest	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Katalin Blond	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Margaret Brain	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Michael Broughton	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Damian Brown	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Mitchell Brown	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Wayne Brown	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Keith Box	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Vincent Butcher	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Donald Cameron	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Martin Carrick	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Trevor Clark	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Julie Clayton	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Daniel Connor	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Paul Crane	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Rod Cunich	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Timothy Downie	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Luisa Dropulich	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Mike Feehan	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Neil Fitzpatrick	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Marcus Fogarty	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Trudi Galbraith	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Philip Gleeson	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Janine Gregory	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Peter Hall	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Timothy Hammond	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Ben Hardwick	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Genevieve Henderson	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
James Higgins	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Emma Hines	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Meghan Hoare	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Matt Jackson	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Rodney Jones	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Margaret Kent	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Craig Lee	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Stuart LeGrand	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Steven Lewis	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Peter Long	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Craig Lynch	C/O 485 La Trobe Street, Melbourne, Victoria, 3000

Alan MacRae	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
William Madden	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Michael Magazanik	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Rod Matthews	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Roshina May	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
John McDonald	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Graeme McFayden	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Daniel McGlade	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
John McGuire	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Heather McKinnon	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Van Moulis	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Andy Munro	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Ike Nwokolo	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Joanne Panagakis	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Johnathon Pangrasio	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Phillip Pasfield	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Ben Phi	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Deb Potas	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Stephen Plunkett	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Christopher Prast	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Gerard Rees	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Lisa Rennie	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Suzanne Sandford	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Nucgaek Saters	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Damian Scattini	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Joel Schneider	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Claire Setches	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Aleta Shilton	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Paula Shelton	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Luke Short	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Craig Sidebottom	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Karen Simpson	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
John Spillane	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Colin Steingold	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Dina Tutungi	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Mark Walter	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Joanne Wade	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Barrie Wollacott	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Tricia Wong	C/O 485 La Trobe Street, Melbourne, Victoria, 3000
Philip Young	C/O 485 La Trobe Street, Melbourne, Victoria, 3000