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To	Company Announcements Office
Company	Australian Stock Exchange Ltd
Fax	1300 135 638
From	Jessica Cirillo
Date	21/01/2014
Pages	5
Subject	ASIC Form 604 – Sydney Airport

**UniSuper Limited
Adelaide Office**
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Adelaide SA 5000

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Melbourne Victoria 3000

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Administrator
UniSuper Management Pty Ltd
ABN 91 006 961 799
Australian Financial Services
Licence No. 235907

Trustee
UniSuper Limited
ABN 54 006 027 121

Fund
ABN 91 385 943 850

Dear Sir/Madam,

I attach the notice regarding our change in interest, signed by our Company Secretary. Please note that the securities are held by National Nominees Limited as custodian for UniSuper Limited. We only received notification of this change in the last day or so. Please note that various fund managers hold the shares as investment manager for UniSuper Ltd. Details are attached

If you have any queries please contact me.

Yours sincerely,

Jessica Cirillo
Investment Accountant

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Sydney Airport

ACN/ARSN _____

1. Details of substantial holder(1)Name National Nominees as Custodian for UniSuper LtdACN/ARSN (if applicable) 004 278 899There was a change in the interests of the
substantial holder on 17 / 01 / 14The previous notice was given to the company on 27 / 08 / 13The previous notice was dated 27 / 08 / 13**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)
Stapled	179,129,648	8.42%	209,967,067	9.57%

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
	Refer Appendix A				

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
	Refer Appendix B				

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

6. Addresses

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

Name	Address
UniSuper Ltd	Level 35, 385 Bourke Street Melbourne VIC 3000
National Nominees Ltd	500 Bourke Street Melbourne VIC 3000

Signature

Kevin Keenan
Company Secretary

print name

capacity Company Secretary

sign here



date 21 / 1 / 2014

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.

APPENDIX A

TP	TYPE	ITR ID	SECUR	SECURITY NAME	NAB-PF	SETTLE	O/C	UNITS
4	OS-SAL	1481122	SYD	SYDNEY AIRPORT	USABAE	26/08/2013	-	36,184.00
3	OS-PUR	1481931	SYD	SYDNEY AIRPORT	USQSAE	29/08/2013		418,309.00
3	OS-PUR	1482688	SYD	SYDNEY AIRPORT	USQSAE	3/09/2013		228,100.00
3	OS-PUR	1489183	SYD	SYDNEY AIRPORT	USSAIR	23/09/2013		14,887,775.00
3	OS-PUR	1489526	SYD	SYDNEY AIRPORT	USMHGH	25/09/2013		14,887,775.00
4	OS-SAL	1489525	SYD	SYDNEY AIRPORT	USSAIR	25/09/2013	-	14,887,775.00
3	OS-PUR	1503916	SYD	SYDNEY AIRPORT	USMHGH	12/11/2013		200,000.00
4	OS-SAL	1503915	SYD	SYDNEY AIRPORT	USQSAE	12/11/2013	-	200,000.00
8	CONVER	1506209	SYD	SYDNEY AIRPORT	USBGAE	26/11/2013	-	1,967,509.00
8	CONVER	1506211	SYD	SYDNEY AIRPORT	USGSAE	26/11/2013	-	4,024,906.00
8	CONVER	1506213	SYD	SYDNEY AIRPORT	USMAEI	26/11/2013	-	29,443,423.00
8	CONVER	1506215	SYD	SYDNEY AIRPORT	USMFCM	26/11/2013	-	7,163,399.00
8	CONVER	1506217	SYD	SYDNEY AIRPORT	USMHGH	26/11/2013	-	147,592,082.00
8	CONVER	1506219	SYD	SYDNEY AIRPORT	USQSAE	26/11/2013	-	4,430,329.00
8	CONVER	1507868	SYD	SYDNEY AIRPORT	USBGAE	4/12/2013		1,967,509.00
8	CONVER	1507870	SYD	SYDNEY AIRPORT	USGSAE	4/12/2013		4,024,906.00
8	CONVER	1507872	SYD	SYDNEY AIRPORT	USMAEI	4/12/2013		29,443,423.00
8	CONVER	1507874	SYD	SYDNEY AIRPORT	USMFCM	4/12/2013		7,163,399.00
8	CONVER	1507876	SYD	SYDNEY AIRPORT	USMHGH	4/12/2013		147,592,082.00
8	CONVER	1507878	SYD	SYDNEY AIRPORT	USQSAE	4/12/2013		4,430,329.00
3	OS-PUR	1509945	SYD	SYDNEY AIRPORT	USMAEI	17/12/2013		1,212,668.00
3	OS-PUR	1514669	SYD	SYDNEY AIRPORT	USMHGH	14/01/2014		2,000,000.00
3	OS-PUR	1514676	SYD	SYDNEY AIRPORT	USQSAE	14/01/2014		786,410.00
8	CONVER	1515262	SYD	SYDNEY AIRPORT	USADAE	13/01/2014		607,145.00
8	CONVER	1515264	SYD	SYDNEY AIRPORT	USBGAE	13/01/2014		1,053,985.00
8	CONVER	1515266	SYD	SYDNEY AIRPORT	USBPAS	13/01/2014		351,524.00
8	CONVER	1515268	SYD	SYDNEY AIRPORT	USGSAE	13/01/2014		334,492.00
8	CONVER	1515270	SYD	SYDNEY AIRPORT	USMAEI	13/01/2014		3,078,455.00
8	CONVER	1515272	SYD	SYDNEY AIRPORT	USMFCM	13/01/2014		1,083,520.00
8	CONVER	1515274	SYD	SYDNEY AIRPORT	USMGCA	13/01/2014		225,901.00
3	OS-PUR	1515116	SYD	SYDNEY AIRPORT	USMHGH	16/01/2014		2,000,000.00
8	CONVER	1515276	SYD	SYDNEY AIRPORT	USQSAE	13/01/2014		410,817.00
8	CONVER	1515649	SYD	SYDNEY AIRPORT	USSCAE	13/01/2014		626,350.00
4	OS-SAL	1515591	SYD	SYDNEY AIRPORT	USMGCA	14/01/2014	-	225,901.00
3	OS-PUR	1515447	SYD	SYDNEY AIRPORT	USMHGH	17/01/2014		1,574,152.00
3	OS-PUR	1515592	SYD	SYDNEY AIRPORT	USMHGH	14/01/2014		225,901.00

open	179,123,648.00
OS-PUR	38,421,090.00
OS-SAL	- 15,349,860.00
CONVER	7,772,189.00
close	209,967,067.00

Appendix B - Details of Relevant Holders

Holder of Interest	Registered Holder	Person entitled	Holding	Class	Persons votes
Ausbil Dexia	National Nominees Ltd	UniSuper Limited	607,145	Stapled	607,145
SSgM Passive Australian Equities	National Nominees Ltd	UniSuper Limited	3,021,494	Stapled	3,021,494
Blackrock Passive SRI AS	National Nominees Ltd	UniSuper Limited	351,524	Stapled	351,524
GOLDMAN SACH AM INDUST AUST EQ	National Nominees Ltd	UniSuper Limited	4,359,398	Stapled	4,359,398
USM Aust Equities Income	National Nominees Ltd	UniSuper Limited	33,734,546	Stapled	33,734,546
USM Core Model Aust Eq Db	National Nominees Ltd	UniSuper Limited	8,246,919	Stapled	8,246,919
USM HIGH RISK AUST EQUITIES	National Nominees Ltd	UniSuper Limited	153,392,135	Stapled	153,392,135
Quest A P Australian Equities	National Nominees Ltd	UniSuper Limited	5,627,556	Stapled	5,627,556
Schroders Australian Equities	National Nominees Ltd	UniSuper Limited	626,350	Stapled	626,350
			209,967,067		209,967,067