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To	Company Announcements Office
Company	Australian Stock Exchange Ltd
Fax	1300 135 638
From	Jessica Cirillo
Date	18/02/2014
Pages	5
Subject	ASIC Form 604 – Sydney Airport

UniSuper Limited
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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 on14 / 02 / 14

The previous notice was given to the company on

17 / 01 / 14

The previous notice was dated

21 / 01 / 14**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	209,967,067	9.57%	246,168,924	11.22%

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 to 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 to 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

print name



capacity Company Secretary

sign here

Kevin Keenan
Company Secretary

date 18/02/2014

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	SECURITY	SECURITY NAME	NAB-PF	BROKER	Acc Date	CCY	EXCHA	O/C	UNITS
3	OS-PUR	1515665	SYD	SYDNEY AIRPORT	USMHGH	MACQUA	15/01/2014	AUD	1		255,887.00
3	OS-PUR	1515883	SYD	SYDNEY AIRPORT	USGSAE	FIRSTB	16/01/2014	AUD	1		50,596.00
3	OS-PUR	1515944	SYD	SYDNEY AIRPORT	USGSAE	CITIBK	16/01/2014	AUD	1		112,840.00
3	OS-PUR	1515885	SYD	SYDNEY AIRPORT	USMHGH	MACQUA	16/01/2014	AUD	1		172,380.00
3	OS-PUR	1516618	SYD	SYDNEY AIRPORT	USMHGH	MACQUA	21/01/2014	AUD	1		7,537,927.00
3	OS-PUR	1518856	SYD	SYDNEY AIRPORT	USMHGH	UBSAU	3/02/2014	AUD	1		5,871,729.00
3	OS-PUR	1519546	SYD	SYDNEY AIRPORT	USMHGH	DEUTMO	5/02/2014	AUD	1		3,942,327.00
3	OS-PUR	1520094	SYD	SYDNEY AIRPORT	USMHGH	COMMSL	7/02/2014	AUD	1		5,000,000.00
3	OS-PUR	1520095	SYD	SYDNEY AIRPORT	USMHGH	COMMSL	7/02/2014	AUD	1		4,000,000.00
3	OS-PUR	1520119	SYD	SYDNEY AIRPORT	USMHGH	COMMSL	10/02/2014	AUD	1		284,134.00
3	OS-PUR	1520282	SYD	SYDNEY AIRPORT	USMHGH	UBSAU	11/02/2014	AUD	1		1,069,882.00
3	OS-PUR	1520283	SYD	SYDNEY AIRPORT	USMHGH	COMMSL	11/02/2014	AUD	1		2,007,039.00
3	OS-PUR	1521033	SYD	SYDNEY AIRPORT	USGSAE	DCORPT	14/02/2014	AUD	1		61,920.00
3	OS-PUR	1521034	SYD	SYDNEY AIRPORT	USMAEI	DCORPT	14/02/2014	AUD	1		964,796.00
3	OS-PUR	1521035	SYD	SYDNEY AIRPORT	USMFCM	DCORPT	14/02/2014	AUD	1		225,443.00
3	OS-PUR	1521036	SYD	SYDNEY AIRPORT	USMHGH	DCORPT	14/02/2014	AUD	1		4,644,957.00
<hr/>											
OPEN 209,967,067.00											
BUYS 36,201,857.00											
CONV											
<hr/>											
CLOSE 246,168,924.00											

Appendix B - Details of Relevant Holders

Holder of Interest	Registered Holder	Person entitled	Holding	Class	Parsons votes
SSgM Passive Australian Equities	National Nominees Ltd	UniSuper Limited	3,083,414	Stapled	3,083,414
GOLDMAN SACH AM INDUST AUST EQ	National Nominees Ltd	UniSuper Limited	4,522,834	Stapled	4,522,834
USM Aust Equities Income	National Nominees Ltd	UniSuper Limited	34,699,342	Stapled	34,699,342
USM Core Model Aust Eq Db	National Nominees Ltd	UniSuper Limited	8,472,362	Stapled	8,472,362
USM HIGH RISK AUST EQUITIES	National Nominees Ltd	UniSuper Limited	189,763,416	Stapled	189,763,416
Quest A P Australian Equities	National Nominees Ltd	UniSuper Limited	5,627,556	Stapled	5,627,556
			246,168,924		246,168,924