

**Form 605**Corporations Act 2001  
Section 671B**Notice of ceasing to be a substantial shareholder**

<u>To Company Name/Scheme</u>	WOODSIDE PETROLEUM LIMITED
ACN	004 898 962

**1. Details of substantial holder**

Name	The Goldman Sachs Group, Inc. ("GSGI") on behalf of itself and its subsidiaries ("Goldman Sachs Group") including its significant subsidiaries listed in Annexure A ("Significant Subsidiaries") and Goldman Sachs Holdings ANZ Pty Limited and its subsidiaries ("Goldman Sachs Australia Group").
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ACN/ARSN (if applicable)	Not applicable
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The holder ceased to be a substantial holder on	23 June 2014
The previous notice was given to the company on	19 June 2014
The previous notice was dated	19 June 2014

**2. 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	Holder of Relevant Interest	Nature of Change	Consideration (AUD)	Class and Number of Securities	Person's votes affected
Please refer to Annexure B					

**3. Changes in association**

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

Name and ACN (if applicable)	Nature of association
N/A	N/A

**4. Addresses**

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

Name	Address
GSGI	Corporation Trust Center, 1209 Orange Street, Wilmington DE 19801, U.S.A.
Goldman Sachs Australia Group	All care of level 17, 101 Collins Street, Melbourne Victoria 3000
Goldman Sachs International ("GSI")	Peterborough Court, 133 Fleet Street, London EC4A 2BB, United Kingdom
Goldman Sachs Australia Pty Ltd ("GSA")	Level 17, 101 Collins Street, Melbourne Victoria 3000
Goldman Sachs Financial Markets Pty Ltd ("GAUS")	Level 17, 101 Collins Street, Melbourne, Victoria 3000, Australia
The Goldman Sachs Trust Company of Delaware ("GSTC")	Corporation Trust Center, 1209 Orange Street, Wilmington DE 19801, U.S.A.
Goldman Sachs Asset Management L.P. ("GSAMLP")	32 Old Slip, New York, New York, 10005 U.S.A

Name	Address
Shell Energy Holdings Australia Limited	Level 2 LS, 8 Redfern Road, Hawthorn East VIC 3123, Australia
Citigroup Global Markets Australia Pty Limited	Level 26, Citigroup Centre 2 Park Street Sydney, NSW 2000, Australia

## Signature

Print name      Kelvin Lo                                      Capacity      Authorised Person  
(signing under power of attorney in  
accordance with section 52 of the  
Corporations Act)

Sign here



Date              23 June 2014

## Annexure A

## Significant Subsidiaries of The Goldman Sachs Group, Inc.

The following are significant subsidiaries of The Goldman Sachs Group, Inc. as of December 31, 2013 and the states or jurisdictions in which they are organized. Indentation indicates the principal parent of each subsidiary. The Goldman Sachs Group, Inc. owns, directly or indirectly, at least 99% of the voting securities of substantially all of the subsidiaries included below. The names of particular subsidiaries have been omitted because, considered in the aggregate as a single subsidiary, they would not constitute, as of the end of the year covered by this report, a "significant subsidiary" as that term is defined in Rule 1-02(w) of Regulation S-X under the Securities Exchange Act of 1934.

Name	State or Jurisdiction of Organization of Entity
The Goldman Sachs Group, Inc.	Delaware
Goldman, Sachs & Co.	New York
Goldman Sachs (UK) L.L.C.	Delaware
Goldman Sachs Group UK Limited	United Kingdom
Goldman Sachs Group Holdings (U.K.) Limited	United Kingdom
Goldman Sachs International Bank	United Kingdom
Goldman Sachs Holdings (U.K.)	United Kingdom
Goldman Sachs International	United Kingdom
Goldman Sachs Asset Management International	United Kingdom
Forres L.L.C.	Delaware
Forres Investments Limited	Cayman Islands
KPL Finance Limited	Cayman Islands
Rothesay Life (Cayman) Limited	Cayman Islands
Goldman Sachs Global Holdings L.L.C.	Delaware
GS Asian Venture (Delaware) L.L.C.	Delaware
GS Hony Holdings I Ltd.	Cayman Islands
GS (Asia) L.P.	Delaware
Goldman Sachs (Japan) Ltd.	British Virgin Islands
Goldman Sachs Japan Co., Ltd.	Japan
MLT Investments Ltd.	Mauritius
Goldman Sachs Strategic Investments (Asia) L.L.C.	Delaware
J. Aron Holdings, L.P.	Delaware
J. Aron & Company	New York
Goldman Sachs Asset Management, L.P.	Delaware
Goldman Sachs Hedge Fund Strategies LLC	Delaware
Goldman Sachs (Cayman) Holding Company	Cayman Islands
Goldman Sachs (Asia) Corporate Holdings L.P.	Delaware
Goldman Sachs Holdings (Hong Kong) Limited	Hong Kong
Goldman Sachs (Asia) Finance	Mauritius
Goldman Sachs (Asia) L.L.C.	Delaware
Goldman Sachs Foreign Exchange (Singapore) PTE	Singapore
J. Aron & Company (Singapore) PTE.	Singapore
GS Mehetia LLC	Delaware
Mehetia Holdings Inc.	Delaware
GS Holdings (Delaware) L.L.C. II	Delaware
GS Lending Partners Holdings LLC	Delaware
Goldman Sachs Lending Partners LLC	Delaware
Goldman Sachs Bank USA	New York
Goldman Sachs Mortgage Company	New York
Goldman Sachs Credit Partners L.P.	Bermuda
Goldman Sachs Execution & Clearing, L.P.	New York
GS Financial Services II, LLC	Delaware
GS Funding Europe	United Kingdom
GS Funding Europe I Ltd.	Cayman Islands
GS Funding Europe II Ltd.	Cayman Islands
GS Investment Strategies, LLC	Cayman Islands
GS Power Holdings LLC	Delaware
Mitsi Holdings LLC	Delaware
Metro International Trade Services LLC	Delaware

Name	State or Jurisdiction of Organization of Entity
MLQ Investors, L.P.	Delaware
AR Holdings (Delaware) L.L.C.	Delaware
AR Holdings GK	Japan
SH White Flower	Japan
GK Frangipani	Japan
GS PIA Holdings GK	Japan
Crane Holdings Ltd.	Japan
GS TK Holdings II GK	Japan
ELQ Holdings (Del) LLC	Delaware
ELQ Holdings (UK) Ltd	United Kingdom
ELQ Investors II Ltd	United Kingdom
Goldman Sachs Specialty Lending Holdings, Inc.	Delaware
Goldman Sachs Holdings ANZ Pty Limited	Australia
GS HLDGS ANZ II Pty Ltd	Australia
Goldman Sachs Australia Group Holdings Pty Ltd	Australia
Goldman Sachs Australia Capital Markets Limited	Australia
Goldman Sachs Australia Pty Ltd	Australia
Goldman Sachs Financial Markets Pty Ltd	Australia
GS Fund Holdings, L.L.C.	Delaware
Shoelane, L.P.	Delaware
Whitehall Street Global Real Estate Employee Master Fund 2007, L.P.	Delaware
GS Financial Services L.P. (Del)	Delaware
JLQ LLC	Cayman Islands
Jupiter Investment Co., Ltd.	Japan
GS Direct, L.L.C.	Delaware
GSIP Holdco A LLC	Delaware
Special Situations Investing Group II, LLC	Delaware
MTGRP, L.L.C.	Delaware
Archon International, Inc.	Delaware
Archon Capital Bank Deutschland GMBH	Germany
Archon Group Deutschland GMBH	Germany

#### THE GOLDMAN SACHS GROUP, INC AND ITS SUBSIDIARIES

### Signature

Print name	Kelvin Lo (signing under power of attorney in accordance with section 52 of the Corporations Act)	Capacity	Authorised Person
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Sign here



Date

23 June 2014

## Annexure B

Date of Change	Holder of Relevant Interest	Nature of Change	Consideration (AUD)	Class and Number of Securities		Person's votes affected
06/18/2014	GSI	Sell	99,173	2,400	Ordinary Fully Paid Shares	2,400
06/18/2014	GSI	Buy	86,453	2,104	Ordinary Fully Paid Shares	2,104
06/18/2014	GSI	Sell	112,837	2,762	Ordinary Fully Paid Shares	2,762
06/18/2014	GSI	Sell	3,293,532	80,000	Ordinary Fully Paid Shares	80,000
06/18/2014	GSI	Sell	218,849	5,293	Ordinary Fully Paid Shares	5,293
06/18/2014	GSI	Buy	62,975,016	1,522,975	Ordinary Fully Paid Shares	1,522,975
06/18/2014	GSI	Sell	5,284,035	129,194	Ordinary Fully Paid Shares	129,194
06/18/2014	GSI	Buy	25,000,003	604,595	Ordinary Fully Paid Shares	604,595
06/18/2014	GSI	Buy	380,685	9,338	Ordinary Fully Paid Shares	9,338
06/18/2014	GSI	Buy	202,516	4,900	Ordinary Fully Paid Shares	4,900
06/18/2014	GSA	Buy	4,947,445	119,648	Ordinary Fully Paid Shares	119,648
06/18/2014	GSA	Sell	4,426,768	107,556	Ordinary Fully Paid Shares	107,556
06/18/2014	GAUS	Buy	1,339,574	32,735	Ordinary Fully Paid Shares	32,735
06/18/2014	GAUS	Sell	308,759	7,548	Ordinary Fully Paid Shares	7,548
06/18/2014	GAUS	Sell	1,056,865	25,817	Ordinary Fully Paid Shares	25,817
06/18/2014	GSI	Buy	15,000,002	362,757	Ordinary Fully Paid Shares	362,757
06/18/2014	GSI	Borrow of shares	N/A	250,000	Ordinary Fully Paid Shares	250,000
06/18/2014	GAUS	Borrow of shares	N/A	10,251	Ordinary Fully Paid Shares	10,251
06/18/2014	GSI	Loan of shares	N/A	10,251	Ordinary Fully Paid Shares	10,251
06/18/2014	GAUS	Buy of exchange-traded options contracts (ISIN: AU000WPLB492)	113,125	125,000	Ordinary Fully Paid Shares	125,000
06/19/2014	GSI	Sell	896,619	21,682	Ordinary Fully Paid Shares	21,682
06/19/2014	GSI	Buy	216,669	5,222	Ordinary Fully Paid Shares	5,222
06/19/2014	GSI	Sell	27,244,173	657,682	Ordinary Fully Paid Shares	657,682
06/19/2014	GAUS	Buy	10,478,860	254,403	Ordinary Fully Paid Shares	254,403
06/19/2014	GSTC	Buy of American depository receipts contracts (ISIN: US9802283088)	117	3	Ordinary Fully Paid Shares	3
06/19/2014	GAUS	Sell	598,392	14,420	Ordinary Fully Paid Shares	14,420
06/19/2014	GAUS	Sell	41,182	992	Ordinary Fully Paid Shares	992
06/19/2014	GSI	Loan of shares	N/A	4,213	Ordinary Fully Paid Shares	4,213
06/19/2014	GAUS	Borrow of shares	N/A	4,213	Ordinary Fully Paid Shares	4,213
06/20/2014	GSA	Sell	187,911	4,540	Ordinary Fully Paid Shares	4,540
06/20/2014	GSI	Sell	1,705,641	41,209	Ordinary Fully Paid Shares	41,209
06/20/2014	GSI	Sell	673,104	16,261	Ordinary Fully Paid Shares	16,261
06/20/2014	GSA	Buy	5,008,526	120,734	Ordinary Fully Paid Shares	120,734
06/20/2014	GSI	Buy	1,904,271	46,008	Ordinary Fully Paid Shares	46,008
06/20/2014	GSA	Buy	141,595	3,415	Ordinary Fully Paid Shares	3,415
06/20/2014	GSI	Buy	240,545	5,779	Ordinary Fully Paid Shares	5,779
06/20/2014	GAUS	Buy	909,451	21,968	Ordinary Fully Paid Shares	21,968
06/20/2014	GAUS	Sell	282,044	6,812	Ordinary Fully Paid Shares	6,812
06/20/2014	GSI	Sell	33,304	800	Ordinary Fully Paid Shares	800
06/20/2014	GSI	Buy	N/A	1,400	Ordinary Fully Paid Shares	1,400
06/20/2014	GSI	Return of borrowed shares	N/A	465,421	Ordinary Fully Paid Shares	465,421
06/20/2014	GSI	Return of borrowed shares	N/A	47,000	Ordinary Fully Paid Shares	47,000

Date of Change	Holder of Relevant Interest	Nature of Change	Consideration (AUD)	Class and Number of Securities		Person's votes affected
06/20/2014	GSI	Borrow of shares	N/A	662,421	Ordinary Fully Paid Shares	662,421
06/20/2014	GSAML	Sell	30,753	743	Ordinary Fully Paid Shares	743
06/23/2014	GSA	GSA ceased to have a relevant interest in the shares ( <b>Sale Securities</b> ) that arose upon signing the block trade agreement with Shell Energy Holdings Australia Limited and Citigroup Global Markets Australia Pty Limited (such agreement attached to GSGI's Form 603 dated 19 June 2014) ( <b>Agreement</b> ) upon settlement occurring with respect to those Sale Securities under the Agreement.	N/A	78,271,512	Ordinary Fully Paid Shares	78,271,512

## Signature

Print name      Kelvin Lo      Capacity      Authorised Person  
 (signing under power of attorney in accordance with section 52 of the Corporations Act)

Sign here



Date      23 June 2014