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To	Company Announcements Office
Company	Australian Stock Exchange Ltd
Fax	1300 135 638
From	Jessica Cirillo
Date	19/08/2014
Pages	5
Subject	ASIC Form 604 – Sydney Airport

UniSuper Limited
Adelaide Office
 Level 10, 80 King William Street
 Adelaide SA 5000

Telephone 08 8125 2530
 Facsimile 08 8125 2531

Head Office
 Level 35, 385 Bourke Street
 Melbourne Victoria 3000

Telephone 03 9910 6100
 Fax 03 9910 6141
 enquiry@unisuper.com.au
 www.unisuper.com.au

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. 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 15/08/14The previous notice was given to the company on 18/02/14The previous notice was dated 18/02/14**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 securities	246,168,924	11.22%	279,375,041	12.61%

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 (8) 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
NA	NA

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

Jane Panton
Company Secretary

print name capacity **Company Secretary**

sign here  date **19 18 114**

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.

Date of Change		Persons whose relevant interest changed	Nature of Change	Consideration given in relation to change	Class of securities	Number of securities	Persons whose interest affected
4/09/2014	Unisuper Management Ltd	On-market Purchase	5,808,556	Fully paid stapled securities	1,488,582	1,488,582.00	
4/09/2014	Unisuper Management Ltd	On-market Purchase	2,590,767	Fully paid stapled securities	649,418	649,418.00	
13/05/2014	Blackrock Passive SRI AS	On-market Purchase	98,323	Fully paid stapled securities	8,707	8,707.00	
14/05/2014	Blackrock Passive SRI AS	On-market Sale	38,552	Fully paid stapled securities	8,707	8,707.00	
4/06/2014	Unisuper Management Ltd	On-market Purchase	2,673,425	Fully paid stapled securities	609,287	609,287.00	
5/05/2014	Unisuper Management Ltd	On-market Purchase	476,232	Fully paid stapled securities	107,950	107,950.00	
5/05/2014	Unisuper Management Ltd	On-market Purchase	4,123,943	Fully paid stapled securities	999,254	999,254.00	
6/06/2014	Unisuper Management Ltd	On-market Purchase	866,916	Fully paid stapled securities	187,827	187,827.00	
13/05/2014	Unisuper Management Ltd	On-market Purchase	8,189,214	Fully paid stapled securities	1,854,918	1,854,918.00	
13/06/2014	Unisuper Management Ltd	On-market Sale	8,139,314	Fully paid stapled securities	1,854,918	1,854,918.00	
13/06/2014	Unisuper Management Ltd	On-market Purchase	853,965	Fully paid stapled securities	200,688	200,688.00	
16/05/2014	Unisuper Management Ltd	On-market Purchase	721,654	Fully paid stapled securities	189,681	189,681.00	
22/07/2014	Australian Equities Transition	On-market Purchase	3,040,714	Fully paid stapled securities	815,603	815,603.00	
22/07/2014	Quest A P Australian Equities	On-market Sale	3,040,714	Fully paid stapled securities	815,603	815,603.00	
30/07/2014	Australian Equities Transition	On-market Sale	3,040,714	Fully paid stapled securities	815,603	815,603.00	
30/07/2014	Unisuper Management Ltd	On-market Purchase	3,040,714	Fully paid stapled securities	815,603	815,603.00	
30/07/2014	Unisuper Management Ltd	On-market Purchase	4,305,676	Fully paid stapled securities	1,000,000	1,000,000.00	
30/07/2014	Unisuper Management Ltd	On-market Purchase	865,592	Fully paid stapled securities	201,095	201,095.00	
31/07/2014	Unisuper Management Ltd	On-market Purchase	15,088,681	Fully paid stapled securities	3,684,037	3,684,037.00	
4/08/2014	Unisuper Management Ltd	On-market Purchase	9,489,652	Fully paid stapled securities	2,250,000	2,250,000.00	
3/08/2014	Unisuper Management Ltd	On-market Purchase	9,097,129	Fully paid stapled securities	2,154,612	2,154,612.00	
5/08/2014	Unisuper Management Ltd	On-market Purchase	9,387,928	Fully paid stapled securities	2,222,011	2,222,011.00	
6/08/2014	GOLDMAN SACH AM INDUST AUSTR EQ	On-market Purchase	568,947	Fully paid stapled securities	141,956	141,956.00	
7/08/2014	GOLDMAN SACH AM INDUST AUSTR EQ	On-market Purchase	108,617	Fully paid stapled securities	25,709	25,709.00	
8/08/2014	Unisuper Management Ltd	On-market Purchase	7,810,502	Fully paid stapled securities	1,899,975	1,899,975.00	
15/08/2014	Ex Blackrock Aust Equities	On-market Purchase	354,593	Fully paid stapled securities	81,778	81,778.00	
15/08/2014	Unisuper Management Ltd	On-market Purchase	4,203,671	Fully paid stapled securities	989,481	989,481.00	
15/08/2014	Unisuper Management Ltd	On-market Purchase	974,322	Fully paid stapled securities	224,705	224,705.00	
15/08/2014	Unisuper Management Ltd	On-market Purchase	22,103,951	Fully paid stapled securities	5,098,927	5,098,927.00	
15/08/2014	GOLDMAN SACH AM INDUST AUSTR EQ	On-market Purchase	1,331,986	Fully paid stapled securities	308,367	308,367.00	
15/08/2014	Unisuper Management Ltd	On-market Purchase	97,378,111	Fully paid stapled securities	8,660,999	8,660,999.00	
TOTAL					33,206,117	93,206,117	

Opening number of units 246,168,924
Closing number of units 279,375,041

APPENDIX D						
Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class of securities	Number of securities	Person's Votes
Ex Blackrock Aust Equities	National Nominees Ltd	UniSuper Limited	Power to control voting & disposal of securities	Fully paid stapled securities	3,165,192	3,165,192
GOLDMAN SACH AM INDUST AUST EQ	National Nominees Ltd	UniSuper Limited	Power to control voting & disposal of securities	Fully paid stapled securities	4,988,760	4,988,760
Queel A P Australian Equities	National Nominees Ltd	UniSuper Limited	Power to control voting & disposal of securities	Fully paid stapled securities	4,811,953	4,811,953
UniSuper Management Ltd	National Nominees Ltd	UniSuper Limited	Power to control voting & disposal of securities	Fully paid stapled securities	266,409,136	266,409,136
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				TOTAL	279,375,041	279,375,041