

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b>	Woodside Petroleum Ltd
<b>ABN</b>	55 004 898 962

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Peter John COLEMAN
<b>Date of last notice</b>	29 February 2016

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
<b>Date of change</b>	22 September 2016

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<p><b>No. of securities held prior to change</b></p>	<p>Direct:</p> <p>1,500 ordinary shares (Direct Holding A).</p> <p>Indirect:</p> <p>113,163 ordinary shares held by Pacific Custodians Pty Ltd as trustee under Mr Coleman's executive employment agreement.</p> <p>125,595 ordinary shares held by Pacific Custodians Pty Ltd as trustee under the managed share facility (Indirect Holding B).</p> <p>As reflected above, since the last change in Mr Coleman's relevant interest on 23 February 2016, 1,500 ordinary shares moved from Indirect Holding B to Direct Holding A. This reflected a change to the way in which Mr Coleman held the 1,500 ordinary shares (i.e. from indirect to direct). However it did not result in any change to Mr Coleman's notifiable relevant interest.</p> <p>The key terms of Woodside's employee share plans are set out in the 2015 Remuneration Report, which appears on pages 52 to 69 of the 2015 Annual Report.</p>
<p><b>Class</b></p>	<p>Ordinary fully paid shares</p>
<p><b>Number acquired</b></p>	<p>Nil</p>
<p><b>Number disposed</b></p>	<p>1,500</p>
<p><b>Value/Consideration</b>  <small>Note: If consideration is non-cash, provide details and estimated valuation</small></p>	<p>There was no consideration provided for the share transfer.</p> <p>The value of one share at the transfer date is approximately A\$26.9616 per share (based on the volume weighted average sales price of shares sold on the ASX on the five days prior to the transfer date).</p>
<p><b>No. of securities held after change</b></p>	<p>Direct:</p> <p>Nil</p> <p>Indirect:</p> <p>113,163 ordinary shares held by Pacific Custodians Pty Ltd as trustee under Mr Coleman's executive employment agreement.</p> <p>125,595 ordinary shares held by Pacific Custodians Pty Ltd as trustee under the managed share facility.</p> <p>The key terms of Woodside's employee share plans are set out in the 2015 Remuneration Report, which appears on pages 52 to 69 of the 2015 Annual Report.</p>
<p><b>Nature of change</b>  <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small></p>	<p>Off-market transfer to a family member</p>

+ See chapter 19 for defined terms.

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	N/A

**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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<sup>+</sup> See chapter 19 for defined terms.