

WESTPAC BANKING CORP  
 Form 424B2  
 October 04, 2011

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities Offered	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(1)(2)
2.300% Fixed Rate Notes due October 2016	\$4,593,000.00	\$533.25

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

(2) Paid herewith.

Filed under Rule 424(b)(2), Registration Statement No. 333-172579

Pricing Supplement No. 15 - Dated Monday, October 3, 2011 (To: Prospectus Dated March 2, 2011)

CUSIP	Principal Relationships	Gross	Coupon	Coupon	Coupon	Day Count	Maturity	1st Coupon	1st Coupon
	Director 10% Owner Officer Other								
TAMMS INVESTMENT CO L P 1201 NORTH MARKET STREET WILMINGTON, DE 19899-1347		See Footnote (1) below							

**Signatures**

/s/ John J. O'Neil,  
 Attorney-in-Fact  
 04/05/2007  
 \*\*Signature of Reporting Person                      Date

**Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).  
 The reporting person may be deemed a member of a Section 13(d) group that owns more than 10% of the trust shares (the "Trust Shares") of beneficial interests in P&O Princess Special Voting Trust (the "Trust") and an interest in the Carnival plc special voting share.  
 (1) However, the reporting person disclaims such group membership, and this report shall not be deemed an admission that the reporting person is a member of a Section 13(d) group that owns more than 10% of the Trust Shares and an interest in the Carnival plc special voting share for purposes of Section 16 or for any other purpose.  
 Represents Trust Shares of beneficial interests in the Trust. In connection with the dual listed company transaction between Carnival plc (formerly known as P&O Princess Cruises plc) and Carnival Corporation (the "DLC Transaction"), Carnival plc issued one special voting share to the Trust and, following a series of transactions, the Trust Shares were distributed to holders of common stock of Carnival Corporation (the "Carnival Corporation Common Stock"). Following the completion of the DLC Transaction, if Carnival Corporation issues Carnival Corporation Common Stock to a person, the Trust will issue an equivalent number of Trust Shares to such person. The Trust Shares are paired with shares of Carnival Corporation Common Stock and are represented by the same stock certificate. The Trust Shares represent a beneficial interest in the Carnival plc special voting share.  
 (2) Corporation (the "Carnival Corporation Common Stock"). Following the completion of the DLC Transaction, if Carnival Corporation issues Carnival Corporation Common Stock to a person, the Trust will issue an equivalent number of Trust Shares to such person. The Trust Shares are paired with shares of Carnival Corporation Common Stock and are represented by the same stock certificate. The Trust Shares represent a beneficial interest in the Carnival plc special voting share.  
 (3) The reporting person distributed for no consideration 1,102,708 shares to its limited partner, Shari Arison.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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**Number**

**Amount**

**Selling Price**

**Concession**

**Proceeds**

**Type**

**Rate**

**Frequency**

**Basis**

**Date**

**Date**

**Amount**

**Option**

**Guaranteed**

**Ranking**



**96121BAQ0**

\$4,593,000.00

100.000%

1.250%

\$4,535,587.50

Fixed

2.300%

Monthly

30/360

10/15/2016

11/15/2011

\$2.49

Yes

No

Senior Unsecured Notes

**Redemption Information: Non-Callable**





Trade Date: Monday, October 3, 2011 @ 12:00 PM ET

Westpac Banking Corporation

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Settle Date: Thursday, October 6, 2011

Prospectus dated March 2, 2011

Minimum Denomination/Increments:\$1,000.00/\$1,000.00

Initial trades settle flat and clear SDFS: DTC Book Entry only

**Joint Lead Managers and Lead Agents:** BofA Merrill Lynch, Incapital LLC **Agents:** Citigroup Global Markets Inc.,

Deutsche Bank Securities Inc., HSBC Securities (USA) Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner

& Smith Incorporated, Morgan Stanley & Co. LLC, UBS Securities LLC, Wells Fargo Advisors, LLC

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Westpac Banking Corporation