

WESTPAC BANKING CORP  
Form FWP  
July 27, 2010

Filed Pursuant to Rule 433

Registration Statement No. 333-163800

**Free Writing Prospectus**

(To Preliminary Prospectus Supplement dated July 26, 2010 and Prospectus dated December 17, 2009)

July 26, 2010

**US\$1,000,000,000 2.10% Notes due August 2, 2013**

**US\$2,000,000,000 3.00% Notes due August 4, 2015**

**2.10% Notes due August 2, 2013**

|                   |                                       |
|-------------------|---------------------------------------|
| Issuer:           | Westpac Banking Corporation           |
| Principal Amount: | US\$1,000,000,000                     |
| Ranking:          | Senior Unsecured                      |
| Expected Ratings: | Aa1/AA; Negative/Stable (Moody s/S&P) |
| Legal Format:     | SEC Registered Global Notes           |
| Trade Date:       | July 26, 2010                         |
| Settlement Date:  | August 3, 2010 (T+6)                  |
| Maturity Date:    | August 2, 2013                        |

Since trades in the secondary market generally settle in three business days, purchasers who wish to trade notes on the date of pricing or the next two succeeding business days will be required, by virtue of the fact that the notes initially settle in T + 6, to specify alternative settlement arrangements to prevent a failed settlement

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|                                    |                      |
|------------------------------------|----------------------|
| Coupon:                            | 2.10%                |
| Price to Public:                   | 99.936%              |
| Benchmark Treasury:                | 1.000% due July 2013 |
| Benchmark Treasury Spot and Yield: | 100-04 1/2 / 0.952%  |

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|  |  |
|--|--|
| Re-offer Spread to Benchmark Treasury: | 117 basis points   |
| Re-offer Yield:                        | 2.122%   |
| Gross Spread:                          | 25 basis points  |
| All-in Price:                          | 99.686%  |
| Interest Payment Dates:                | Payable semi-annually in arrears on February 2 and August 2 of each year, commencing February 2, 2011 and ending on the Maturity Date, subject to Business Day Convention  |
| Day Count Convention:                  | 30/360, unadjusted   |
| Net Proceeds:                          | US\$996,860,000  |
| Business Days:                         | Any calendar day that is not a Saturday, Sunday or legal holiday in New York, London or Sydney and on which commercial banks are open for business in New York, London and Sydney  |
| Business Day Convention:               | Any payment of principal, premium and interest required to be made on an Interest Payment Date that is not a Business Day will be made on the next succeeding Business Day, and no interest will accrue on that payment for the period from and after the Interest Payment Date to the date of payment on the next succeeding Business Day |
| Denominations:                         | Minimum of US\$2,000 with increments of US\$1,000 thereafter   |
| CUSIP:                                 | 961214BM4  |
| ISIN:                                  | US961214BM40   |
| Joint Active Bookrunners:              | HSBC Securities (USA) Inc.<br>J.P. Morgan Securities Inc.<br>Morgan Stanley & Co. Incorporated   |

**3.00% Notes due August 4, 2015**

|                   |                                       |
|-------------------|---------------------------------------|
| Issuer:           | Westpac Banking Corporation           |
| Principal Amount: | US\$2,000,000,000                     |
| Ranking:          | Senior Unsecured                      |
| Expected Ratings: | Aa1/AA; Negative/Stable (Moody s/S&P) |
| Legal Format:     | SEC Registered Global Notes           |

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|  |  |
|--|--|
| Trade Date:                            | July 26, 2010  |
| Settlement Date:                       | August 3, 2010 (T+6)   |
|  | Since trades in the secondary market generally settle in three business days, purchasers who wish to trade notes on the date of pricing or the next two succeeding business days will be required, by virtue of the fact that the notes initially settle in T + 6, to specify alternative settlement arrangements to prevent a failed settlement |
| Maturity Date:                         | August 4, 2015   |
| Coupon:                                | 3.00%  |
| Price to Public:                       | 99.540%  |
| Benchmark Treasury:                    | 1.875% due June 2015   |
| Benchmark Treasury Spot and Yield:     | 100-21 3/4 / 1.730%  |
| Re-offer Spread to Benchmark Treasury: | 137 basis points   |
| Re-offer Yield:                        | 3.10%  |
| Gross Spread:                          | 35 basis points  |
| All-in Price:                          | 99.190%  |
| Interest Payment Dates:                | Payable semi-annually in arrears on February 4 and August 4 of each year, commencing February 4, 2011 and ending on the Maturity Date, subject to Business Day Convention  |
| Day Count Convention:                  | 30/360, unadjusted   |
| Net Proceeds:                          | US\$1,983,800,000  |
| Business Days:                         | Any calendar day that is not a Saturday, Sunday or legal holiday in New York, London or Sydney and on which commercial banks are open for business in New York, London and Sydney  |
| Business Day Convention:               | Any payment of principal, premium and interest required to be made on an Interest Payment Date that is not a Business Day will be made on the next succeeding Business Day, and no interest will accrue on that payment for the period from and after the Interest Payment Date to the date of payment on the next succeeding Business Day       |
| Denominations:                         | Minimum of US\$2,000 with increments of US\$1,000 thereafter   |

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CUSIP: 961214BN2  
ISIN: US961214BN23  
Joint Active Bookrunners: HSBC Securities (USA) Inc.  
J.P. Morgan Securities Inc.  
Morgan Stanley & Co. Incorporated

**Free Writing Prospectus**

**(To Preliminary Prospectus Supplement dated July 26 2010 and Prospectus dated December 17, 2009)**

**A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get this documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling toll free HSBC Securities (USA) Inc. at 1-866-811-8049, J.P. Morgan Securities Inc. at 1-212-834-4533 or Morgan Stanley & Co. Incorporated at 1-866-718-1649.**