

WESTPAC BANKING CORP  
Form 424B5  
August 24, 2009

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**The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and we are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale of these securities is not permitted.**

**Filed Pursuant to Rule 424(b)(5)  
Registration No. 333-157381**

**Subject to Completion  
Preliminary Prospectus Supplement dated August 24, 2009**

**PROSPECTUS SUPPLEMENT  
(TO PROSPECTUS DATED MARCH 3, 2009)**

**US\$**

**Westpac Banking Corporation**  
**(ABN 33 007 457 141)**  
**% Notes due**

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We are offering US\$ aggregate principal amount of our % notes due , which we refer to as the notes. We will pay interest on the notes at the rate of % per year semi-annually in arrears on and of each year, beginning on , 2010. The notes will mature on , . We may redeem all, but not less than all, of the notes if specified events occur involving Australian taxation, as described under "Description of the Debt Securities Redemption of Debt Securities Redemption for Taxation Reasons" in the accompanying prospectus.

The notes will be our direct, unconditional and unsecured senior obligations and will rank, except for certain debts required to be preferred by law (including those in respect of our deposit liabilities in Australia as well as certain obligations to the Australian Prudential Regulation Authority, which we refer to as APRA), equally with all of our other unsecured and unsubordinated obligations from time to time outstanding.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.**

Investing in the notes involves risks. To read about certain factors you should consider before investing in the notes, see "Forward-Looking Statements" on page S-ii and "Risk Factors" on page S-6 of this prospectus supplement, and the risk factors set forth in our US Interim Profit Announcement for the half-year ended March 31, 2009 furnished to the Securities and Exchange Commission on Form 6-K, dated May 21, 2009, which we refer to as the 2009 US Interim Profit Announcement and which is incorporated by reference in this prospectus supplement and the accompanying prospectus.

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The notes are not protected accounts or deposit liabilities of Westpac for the purpose of the Banking Act 1959 of Australia and are not insured or guaranteed by (1) the Commonwealth of Australia or any governmental agency of Australia, (2) the United States of America, the Federal Deposit Insurance Corporation or any other governmental agency of the United States or (3) the government or any governmental agency of any other jurisdiction.

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	<b>Per Note</b>	<b>Total</b>
Public Offering Price	%	US\$
Underwriting Discount(1)	%	US\$
Proceeds to Westpac (before expenses)	%	US\$

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(1) See "Underwriting" on page S-17 for further information.

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The notes will not be listed on any securities exchange. Currently, there is no public market for the notes.

The underwriters expect that the notes will be ready for delivery in book-entry form only through The Depository Trust Company and its participants, including Euroclear Bank SA/NV and Clearstream Banking, société anonyme, on or about August , 2009.

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*Joint Book-Running Managers*

**BofA Merrill Lynch**

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**J.P. Morgan**

**August , 2009**

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You should rely only on information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any free writing prospectus with respect to the offering of the notes filed by us with the Securities and Exchange Commission, which we refer to as the SEC. We have not, and the underwriters have not, authorized anyone to provide you with different or additional information. If anyone provides you with different, additional or inconsistent information, you should not rely on it. You should assume that the information in this prospectus supplement, the accompanying prospectus and any free writing prospectus with respect to the offering of the notes filed by us with the SEC and the documents incorporated by reference herein and therein is only accurate as of the respective dates of such documents. Our business, financial condition, results of operations and prospects may have changed since those dates.

We are offering to sell, and are seeking offers to buy, the notes only in jurisdictions where offers and sales of the notes are permitted. The distribution of this prospectus supplement and the accompanying prospectus and the offering of the notes in certain jurisdictions may be restricted by law. Persons outside the United States who come into possession of this prospectus supplement and the accompanying prospectus must inform themselves about and observe any restrictions relating to the offering of the notes and the distribution of this prospectus supplement and the accompanying prospectus outside the United States. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer to sell, or a solicitation of an offer to buy, any notes offered by this prospectus supplement and the accompanying prospectus by any person in any jurisdiction in which it is unlawful for such person to make such an offer or solicitation.

## **PRESENTATION OF INFORMATION**

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of the offering of the notes and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. The second part is the accompanying prospectus which gives more general information about our debt securities, some of which may not apply to this offering.

If the information in this prospectus supplement is inconsistent with information contained in the accompanying prospectus or any document incorporated by reference into this prospectus supplement or the accompanying prospectus on or prior to the date hereof, you should rely on the information contained in this prospectus supplement.

Unless otherwise indicated, or the context otherwise requires, references in this prospectus supplement to "we," "us" and "our" or similar terms are to Westpac Banking Corporation and its controlled entities (within the meaning of Section 50AA of the Corporations Act 2001 of Australia, which we refer to as the Australian Corporations Act), and references to "Westpac" are to Westpac Banking Corporation (ABN 33 007 457 141).

We publish our consolidated financial statements in Australian dollars. In this prospectus supplement, unless otherwise stated or the context otherwise requires, references to "dollar amounts", "\$", or "A\$" are to Australian dollars, references to "US\$", "USD" or "US dollars" are to United States dollars and references to "NZ\$", "NZD" or "NZ dollars" are to New Zealand dollars.

## **FORWARD-LOOKING STATEMENTS**

Some of the statements contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein are "forward-looking" statements within the meaning of Section 27A of the Securities Act of 1933, as amended, which we refer to as the Securities Act. Forward-looking statements include statements regarding our intent, belief or current expectations with respect to our business and operations, market conditions and results of operations and financial condition. We use words such as "will", "may",

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"expect", "intend", "seek", "would", "should", "could", "continue", "plan", "estimate", "anticipate", "believe", "probability", "risk" or other similar words to identify forward-looking statements. These forward-looking statements are subject to change and uncertainty which are, in many instances, beyond our control and have been made based upon management's expectations and beliefs concerning future developments and their potential effect upon us. There can be no assurance that future developments will be in accordance with management's expectations or that the effect of future developments on us will be those anticipated by management. Actual results could differ materially from those we expect, depending on the outcome of various factors, including, but not limited to, those set forth in our 2009 US Interim Profit Announcement and the other documents incorporated by reference in this prospectus supplement or the accompanying prospectus. These factors include:

impacts of the global financial crisis, including adverse conditions in global debt, equity and asset markets;

the impact of the changes to our organizational structure and division of front-line personnel and senior management;

our ability to successfully integrate St.George Bank Limited's business into Westpac's operations, including our ability to realize anticipated synergies and the costs of achieving those synergies;

changes to our credit ratings;

inflation, interest rate, exchange rate, market and monetary fluctuations;

market liquidity and investor confidence;

the effect of, and changes in, laws, regulations, taxation or accounting standards or practices and government policy;

changes in consumer spending, saving and borrowing habits in Australia, New Zealand and in other countries in which we conduct our operations;

the effects of competition in the geographic and business areas in which we conduct our operations;

the ability to maintain or to increase market share and control expenses;

the timely development of and acceptance of new products and services and the perceived overall value of these products and services by users;

technological changes;

demographic changes and changes in political, social or economic conditions in any of the major markets in which we operate;

stability of Australian and international financial systems and disruptions to financial markets and any losses we may experience as a result;

our ability to complete, integrate or process acquisitions and dispositions; and

various other factors beyond our control.

All forward looking statements speak only as of the date made, and we undertake no obligation to update our forward looking statements for any reason, whether as a result of new information, future events or otherwise.

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**SUMMARY**

**Westpac Banking Corporation**

We are one of the four major banking organizations in Australia and, through our New Zealand operations, we are also one of the largest banking organizations in New Zealand. We provide a broad range of banking and financial services in these markets, including retail, business and institutional banking and wealth management services.

We were founded in 1817 and were the first bank to be established in Australia. In 1850 we were incorporated as the Bank of New South Wales by an Act of the New South Wales Parliament. In 1982, we changed our name to Westpac Banking Corporation. On August 23, 2002, we were registered as a public company limited by shares under the Australian Corporations Act. Our principal office is located at 275 Kent Street, Sydney, New South Wales, 2000, Australia. Our telephone number for calls within Australia is 132 032 and our international telephone number is +61 2 9293 9270.

We have branches, affiliates and controlled entities throughout Australia, New Zealand and the Pacific region and maintain offices in some of the key financial centers around the world. As at March 31, 2009, we had total assets of A\$594.2 billion. Our market capitalization as of August 21, 2009 was A\$66.9 billion.

In July 2008, we reorganized our business into four key customer-facing divisions. As a result of our merger in December 2008 with St.George Bank Limited, which we refer to as St.George, we now have five key customer-facing divisions. These businesses are Westpac Retail and Business Banking, St.George Bank, BT Financial Group (Australia), Westpac Institutional Bank and New Zealand.

Westpac Retail and Business Banking, which we refer to as WRBB, conducts our historical retail and business banking operations. This division is responsible for sales and servicing for our consumer and small-to-medium enterprise customers within Australia under the Westpac and RAMS brands. WRBB offers a broad range of financial products, including savings and check accounts, demand and term deposits, credit cards, personal and housing loans, and business specific working capital, transactional, cash flow and trade finance facilities.

St.George Bank, which we refer to as SGB, conducts the retail, business and corporate banking operations of St.George. This division is responsible for sales and servicing for our consumer, business and corporate customers within Australia under the St.George and BankSA brands. SGB offers a broad range of financial products, including savings and check accounts, demand and term deposits, credit cards, personal and housing loans, and business specific working capital, transactional, cash flow and trade finance facilities.

BT Financial Group (Australia), which we refer to as BTFG, is Westpac's wealth management business. As a result of the merger with St.George, our wealth management business now also includes operations under the Asgard, Advance and Securitor brands. BTFG designs, manufactures and distributes financial products that are designed to help our customers to achieve their financial goals by administering, managing and protecting their assets. These products include retail investments, personal and business superannuation (pensions), life, general and lenders mortgage insurance, deposit bonds and client portfolio administration (wrap and master trust platforms). BTFG also provides financial planning advice and private banking products and services.

Westpac Institutional Bank, which we refer to as WIB, delivers a broad range of financial services to commercial, corporate, institutional and government customers either based in, or with interests in, Australia and New Zealand. WIB operates through dedicated sales industry teams, supported by specialist knowledge in financial and debt capital markets, transactional banking, specialized capital, margin lending, broking and alternative investment solutions.

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New Zealand, which we conduct through two banks in New Zealand: Westpac New Zealand Limited, which we refer to as WNZL, which is a subsidiary incorporated in New Zealand, and Westpac Banking Corporation (NZ Division), a branch of Westpac Banking Corporation. WNZL provides financial services to consumers and to small, medium and corporate business customers, agricultural businesses, and property investment and development customers, while Westpac's New Zealand branch operates our wholesale banking and financial markets businesses in New Zealand.

These customer-facing divisions are supported by a number of corporate level functions and divisions, including:

Product and Operations, which is responsible for all consumer and business product development, management and operations; and

Technology, which is responsible for developing and maintaining reliable and flexible technology capabilities and technology strategies.

**Acquisition of St.George**

On May 13, 2008, Westpac and St.George jointly announced the terms of a proposed merger of the two companies pursuant to a scheme of arrangement. On November 17, 2008, the Federal Court of Australia approved the scheme of arrangement for the merger of Westpac and St.George. Pursuant to the scheme of arrangement, on December 1, 2008, the merger implementation date, holders of St.George ordinary shares received 1.31 Westpac ordinary shares for each St.George ordinary share held on the record date.



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**The Offering**

*The following is a brief summary of some of the terms of this offering. For a more complete description of the terms of the notes, see "Description of the Notes" in this prospectus supplement and "Description of the Debt Securities" in the accompanying prospectus.*

<b>Issuer</b>	Westpac Banking Corporation.
<b>Notes Offered</b>	US\$      aggregate principal amount of      % notes due      .
<b>Maturity Date</b>	The notes will mature on      ,      .
<b>Interest Rate</b>	% per year.
<b>Interest Payment Dates</b>	and      of each year, beginning      , 2010.
<b>Ranking</b>	The notes will be our direct, unconditional, unsubordinated and unsecured obligations and will rank, except for certain debts required to be preferred by law (including those in respect of our deposit liabilities in Australia as well as certain obligations to APRA), equally with all of our other unsecured and unsubordinated obligations from time to time outstanding. The notes will rank senior to our subordinated obligations, including any subordinated debt securities.
<b>Redemption for Taxation Reasons</b>	<p>Subject to certain limitations, the indenture provides that we will have the right to redeem the notes in whole, but not in part, at any time within 90 days following the occurrence of a tax event, as defined in the accompanying prospectus under the heading "Description of the Debt Securities Redemption of Debt Securities Redemption for Taxation Reasons", with respect to the notes.</p> <p>If we redeem the notes in these circumstances, the redemption price of each note redeemed will be equal to 100% of the principal amount of such note plus accrued and unpaid interest on such note to but excluding the date of redemption.</p>
<b>Use of Proceeds</b>	We estimate that the net proceeds from the offering of the notes, after taking into account the underwriting discount and deducting estimated offering expenses payable by us, will be US\$      . We intend to use the net proceeds for general corporate purposes.
<b>Sinking Fund</b>	The notes will not be entitled to the benefit of any sinking fund.
<b>Form of Note</b>	Notes, in global form, which we refer to as global notes, held in the name of The Depository Trust Company, which we refer to as the Depository or DTC, or its nominee.
<b>Trustee</b>	The Bank of New York Mellon (as successor to the Chase Manhattan Bank), which we refer to as the trustee.

Table of Contents**Summary Financial Information**

We have derived the following summary financial information as of, and for the financial years ended, September 30, 2008, 2007 and 2006 from our audited consolidated financial statements and related notes which have been prepared in accordance with Australian Equivalents to International Financial Reporting Standards, which we refer to as A-IFRS, and International Financial Reporting Standards as issued by the International Accounting Standards Board, which we refer to as IFRS. We have derived the following summary financial information as of, and for the half-year ended, March 31, 2009 from our unaudited consolidated financial statements and related notes which have been prepared in accordance with A-IFRS and IFRS.

You should read this information together with "Operating and financial review and prospects" and our audited consolidated financial statements and the accompanying notes included in our Annual Report on Form 20-F for the year ended September 30, 2008 and our unaudited consolidated financial statements and the accompanying notes included in our 2009 US Interim Profit Announcement, each of which is incorporated by reference in this prospectus supplement.

	As of and for the half-year ended March 31,			As of and for the financial year ended September 30,			
	2009(1)	2009	2008(2)	2008(1)	2008	2007	2006
	(in US\$ millions)	(in A\$ millions)		(in US\$ millions)		(in A\$ millions)	
	(Unaudited)			(Unaudited)			
Income statement							
Net interest income	4,635	5,558	3,470	6,022	7,222	6,313	5,642
Non-interest income	2,109	2,529	2,428	3,501	4,198	3,860	3,575
Net operating income before operating expenses and impairment charges	6,744	8,087	5,898	9,523	11,420	10,173	9,217
Operating expenses	(2,859)	(3,429)	(2,556)	(4,395)	(5,270)	(4,543)	(4,295)
Impairment charges	(1,298)	(1,557)	(433)	(776)	(931)	(482)	(375)
Profit from ordinary activities before income tax expense	2,586	3,101	2,909	4,352	5,219	5,148	4,547
Income tax expense	(738)	(885)	(674)	(1,073)	(1,287)	(1,630)	(1,422)
Net profit attributable to minority interests	(34)	(41)	(33)	(61)	(73)	(67)	(54)
Net profit attributable to equity holders	1,814	2,175	2,202	3,218	3,859	3,451	3,071
Balance sheet							
Loans	374,314	448,872	298,100	261,465	313,545	275,377	236,380
Other assets	121,214	145,358	107,069	105,074	126,003	102,276	65,094
Total assets	495,528	594,230	405,169	366,539	439,548	377,653	301,474
Deposits	268,710	322,233	223,477	194,907	233,730	202,054	169,637
Debt issues and acceptances	104,328	125,109	92,397	83,698	100,369	87,126	66,080
Loan capital	10,233	12,271	6,692	7,270	8,718	7,704	5,957
Other liabilities	81,830	98,129	63,592	64,176	76,959	62,938	43,702
Total liabilities	465,101	557,742	386,158	350,051	419,776	359,822	285,376
Shareholders' equity and minority interest	30,427	36,488	19,011	16,488	19,772	17,831	16,098

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	As of and for the half-year ended March 31,		As of and for the financial year ended September 30,		
	2009	2008(2)	2008	2007	2006
(Unaudited)					
Key Financial Ratios					
Business Performance					
Operating expenses to operating income ratio (%)	42.4	43.3	46.1	44.7	46.6
Net interest margin	2.35	2.05	2.07	2.19	2.29
Productivity ratio(3)	4.57	4.23	4.09	4.01	4.01
Capital adequacy(4)					
Total equity to total assets (%)	6.1	4.7	4.5	4.7	5.4
Total equity to total average assets (%)	6.4	4.8	4.9	5.4	5.7
Tier 1 ratio (%)	8.4	7.4	7.8	6.5	6.9
Total capital ratio (%)	11.4	10.1	10.8	9.5	9.6
Credit Quality					
Net impaired assets to equity and collectively assessed provisions (%)	4.3	2.6	3.0	1.4	1.5
Total provisions(5) to gross loans and acceptances (basis points)	99	62	69.0		