

AUSTRALIA & NEW ZEALAND BANKING GROUP LTD
Form S-8 POS
July 11, 2007

As filed with the Securities and Exchange Commission on July 11, 2007

Registration No. 333-104594

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO

FORM S-8

REGISTRATION STATEMENT NO. 333-104594

UNDER

THE SECURITIES ACT OF 1933

AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED

A.B.N. 11 005 357 522

(Exact Name of Registrant as Specified in Its Charter)

Victoria, Australia

(State or other jurisdiction of incorporation or organization)

13-2623463

(I.R.S. Employer Identification No.)

**100 Queen Street
Melbourne 3000, Victoria, Australia
(613) 9273-5555**

(Address and Telephone Number of Registrant's Principal Executive Offices)

Al Chircop

General Manager, Americas

Australia and New Zealand Banking Group Limited

1177 Avenue of the Americas

6th Floor

New York, New York 10036

(212) 801-9800

(Name, Address and Telephone Number of Agent for Service)

Copies to:

John E. Estes, Esq.

Sullivan & Cromwell

125 Broad Street

New York, New York 10004

(212) 558-4000

DEREGISTRATION OF UNSOLD SECURITIES

This post effective amendment relates to the Registration Statement filed on Form S-8, No. 333-104594, filed April 17, 2003, registering 3,000,000 ordinary shares of Australia & New Zealand Banking Group Limited (ANZ).

ANZ intends to file a Form 15F to terminate the registration of its American Depositary Shares and underlying Ordinary Shares under the Securities Exchange Act of 1934, as amended.

In accordance with an undertaking made by ANZ in the Registration Statement to remove from registration by means of a post-effective amendment any securities which remain unsold at the termination of the offering, ANZ hereby terminates the Registration Statement and withdraws from registration all of the securities registered or carried forward under the Registration Statement which remain unsold as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Melbourne, Commonwealth of Australia, on July 6, 2007.

AUSTRALIA & NEW ZEALAND BANKING GROUP LIMITED

By: */s/ Peter Ralph Marriott*
 Name: Peter Ralph Marriott
 Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement or amendment thereto has been signed below by the following persons in their capacities and on the dates indicated below.

| Name | Title | Date |
|------------------------------------|--------------------------------------|--------------|
| * | | |
| Charles Barrington Goode | Chairman | July 6, 2007 |
| * | | |
| John McFarlane | Chief Executive Officer and Director | July 6, 2007 |
| * | | |
| Jeremy Kitson Ellis | Director | July 6, 2007 |
| * | | |
| Margaret Anne Jackson | Director | July 6, 2007 |
| * | | |
| Gregory John Clark | Director | July , 2007 |
| <i>/s/ Ian John Macfarlane</i> | | |
| Ian John Macfarlane | Director | July 5, 2007 |
| <i>/s/ David Edward Meiklejohn</i> | | |
| David Edward Meiklejohn | Director | July 9, 2007 |
| <i>/s/ John Powell Morschel</i> | | |
| John Powell Morschel | Director | July 6, 2007 |
| <i>/s/ Peter Ralph Marriott</i> | | |
| Peter Ralph Marriott | Chief Financial Officer | July 6, 2007 |

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/s/ Shane Michael Buggle
Shane Michael Buggle

Group General Manager, Finance
(principal accounting officer)

July 6, 2007

/s/ Al Chircop
Al Chircop

Authorized Representative in The United
States

July 6, 2007

*By: /s/ Peter Ralph Marriott
Peter Ralph Marriott
Attorney-in-fact
July 6, 2007

Exhibits

24 Power of Attorney (included on pages 6 and 7 of the original filing of this Registration Statement).
