

BHP BILLITON LTD  
Form 6-K  
March 28, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form 6-K**

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**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16**  
**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

March 28, 2007

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**BHP BILLITON LIMITED**

(ABN 49 004 028 077)  
(Translation of registrant's name into English)

**BHP BILLITON PLC**

(REG NO. 3106209)  
(Translation of registrant's name into English)

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180 LONSDALE STREET, MELBOURNE,  
VICTORIA 3000 AUSTRALIA  
(Address of principal executive offices)

NEATHOUSE PLACE, VICTORIA, LONDON,  
UNITED KINGDOM  
(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): \_\_\_\_\_

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): \_\_\_\_\_

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934. Yes  No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-\_\_\_\_\_ .



**This report on Form 6-K shall be deemed to be incorporated by reference in the registration statement on Form F-3 (File No. 333-141218) of BHP Billiton Finance (USA) Limited, BHP Billiton Limited and BHP Billiton Plc, and to be a part thereof from the date on which this report is furnished, to the extent not superseded by documents or reports subsequently filed or furnished.**

**EXHIBITS**

99.1 Underwriting Agreement

99.2 Form of certificate setting forth terms of 5.125% Senior Notes due 2012

99.3 Form of certificate setting forth terms of 5.40% Senior Notes due 2017

99.4 Form of certificate setting forth terms of Senior Floating Rate Notes due 2009

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**BHP BILLITON LIMITED**  
**BHP BILLITON PLC**

Date: March 28, 2007

By /s/ Karen Wood  
Name: Karen Wood  
Title: Group Company Secretary