

8 November 2012



The Manager
Company Announcements Office
ASX Limited
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SYDNEY NSW 2000

Westfield Group

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Dear Sir/Madam

**WESTFIELD GROUP (ASX:WDC)
APPENDIX 3D**

Attached is an Appendix 3D relating to the on market share buy-back announced by the Group on 15 February 2012.

Yours faithfully
WESTFIELD GROUP

A handwritten signature in blue ink, consisting of a stylized 'S' and 'T' followed by a horizontal line.

**Simon Tuxen
Company Secretary**

Encl.

Westfield Holdings Limited ABN 66 001 671 496

Westfield Management Limited ABN 41 001 670 579 AFS Licence 230329
as responsible entity of **Westfield Trust** ABN 55 191 750 378 ARSN 090 849 746

Westfield America Management Limited ABN 66 072 780 619 AFS Licence 230324
as responsible entity of **Westfield America Trust** ABN 27 374 714 905 ARSN 092 058 449

Appendix 3D

Changes relating to buy-back (*except* minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
Westfield Holdings Limited (ABN 66 001 671 496), Westfield Management Limited (ABN 41 001 670 579) as the responsible entity for Westfield Trust (ARSN 090 849 746) and Westfield America Management Limited (ABN 66 072 780 619) as the responsible entity for Westfield America Trust (ARSN 092 058 449) (together Westfield Group)	

We (the entity) give ASX the following information.

1	Date that an Appendix 3C or the last Appendix 3D was given to ASX	7 March 2012
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Information about the change

Complete each item for which there has been a change and items 9 and 10.

		Column 1 (Details announced to market in Appendix 3C or last Appendix 3D)	Column 2 (Details of change to buy-back proposals)
On-market buy-back			
2	Name of broker who will act on the company's behalf	Credit Suisse, UBS AG, Australia Branch and Morgan Stanley	Credit Suisse, UBS AG, Australia Branch, Morgan Stanley and Merrill Lynch Equities (Australia) Limited
3	Deleted 30/9/2001.		

⁺ See chapter 19 for defined terms.

Appendix 3D
Changes relating to buy-back

	Column 1 (Details announced to market in Appendix 3C or last Appendix 3D)	Column 2 (Details of change to buy-back proposals)
4 If the company/trust intends to buy back a maximum number of shares/units – that number Note: This requires a figure to be included, not a percentage. The reference to a maximum number is to the total number including shares/units already bought back and shares/units remaining to be bought back. If the total has not changed, the item does not need to be completed.	Westfield will undertake an on market buy-back of up to 10% of its issued capital (being 230,898,853 ordinary stapled securities).	No change.
5 If the company/trust intends to buy back a maximum number of shares/units – the number remaining to be bought back	No securities have been bought back since the date of the Appendix 3C. Therefore, the maximum number of securities remaining to be bought back is as set out in item 4 above.	171,719,872
6 If the company/trust intends to buy-back shares/units within a period of time – that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention	Westfield intends to complete the on market buy-back within 12 months from the date of the Appendix 3C.	No change.
7 If the company/trust intends to buy back shares/units if conditions are met – those conditions	There are no conditions.	No change.

All buy-backs

8 Any other change	N/A	N/A
9 Reason for change	Appointment of broker.	

⁺ See chapter 19 for defined terms.

- 10 Any other information material to a shareholder's/unitholder's decision whether to accept the offer (*eg, details of any proposed takeover bid*)

N/A

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.



Sign here:

(Company Secretary)

Date: 8 November 2012

Print name:

Simon Julian Tuxen

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⁺ See chapter 19 for defined terms.