

WESTPAC BANKING CORP  
 Form 424B2  
 June 28, 2011

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities Offered	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(1)(2)
2.600% Fixed Rate Notes due June 2016	\$7,067,000.00	\$820.48

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

(2) Paid herewith.

**Filed under Rule 424(b)(2), Registration Statement No. 333-172579**

Pricing Supplement No. 3 - Dated Monday, June 27, 2011 (To: Prospectus Dated March 2, 2011)

CUSIP Number	Principal Amount	Selling Price	Gross Concession	Net Proceeds	Coupon Type	Coupon Rate	Coupon Frequency	Day Count Basis	Maturity Date	1st Coupon Date	1st Coupon Amount	Survivor Option
96121BAC1	\$7,067,000.00	100.000%	1.250%	\$6,978,662.50	Fixed	2.600%	Monthly	30/360	06/15/2016	07/15/2011	\$1.08	Yes

**Redemption Information:** Non-Callable

Westpac Banking Corporation

Trade Date: Monday, June 27, 2011 @ 12:00 PM ET

Settle Date: Thursday, June 30, 2011

Minimum Denomination/Increments:\$1,000.00/\$1,000.00

Initial trades settle flat and clear SDFS: DTC Book Entry only

**Joint Lead Managers and Lead Agents:** BofA Merrill Lynch, Incapital LLC **Agents:** Citi, Deutsche Bank Securities, Goldman, Sachs &

Co., HSBC, J.P. Morgan, Morgan Stanley, UBS Investment Bank, Wells Fargo Advisors

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