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WESTPAC BANKING CORP
 Form 424B2
 January 23, 2013

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

Preliminary Pricing Supplement No. 54 - Dated Tuesday, January 22, 2013 (To: Prospectus Dated November 16, 2012)

CUSIP Number	Principal Amount	Selling Price	Gross Concessions	Net Proceeds	Coupon Type	Coupon Rate	Coupon Frequency	Day Count Basis	Maturity Date	1st Coupon Date	1st Coupon Amount	Survivor s Option	FDIC Guaranteed	Pro
96121BCG0	\$ 100.000%		1.250%	\$	Fixed	1.200%	Monthly	30/360	01/15/2018	02/15/2013	\$0.50	Yes	No	Se Uns N

Redemption Information: Non-Callable

Trade Date: Monday, January 28, 2013 @ 12:00 PM ET

Westpac B
 Corp

Settle Date: Thursday, January 31, 2013

Prospectu
 November 1

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

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

Westpac Banking Corporation

Joint Lead Managers and Lead Agents: BofA Merrill Lynch, Incapital LLC **Agents:** Citigroup, Deutsche Securities,

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

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