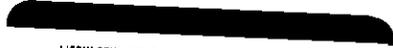


82-35029

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2007 JUN 26 A 6:57

OFFICE OF INTERNATIONAL  
CORPORATE FINANCE



07024764

**Westfield**

**Westfield Group**

11601 Wilshire Boulevard

11<sup>th</sup> Floor

Los Angeles, CA 90025-1748

Telephone: (310) 575-6057

Facsimile: (310) 478-8776

June 25, 2007

Securities and Exchange Commission  
Office of International Corporate Finance  
Division of Corporation Finance  
450 Fifth Street, N.W.  
Washington, D.C. 20549  
U.S.A.

**SUPL**

**Re: Westfield Group: File No. 82-35029**

Enclosed is a copy of the Change of Director's Interest Notice. This distribution is submitted to you in order to maintain our exemption pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934. We also confirm that the Schedule of Information included in our initial submission has not changed.

In order to acknowledge receipt of these materials, please stamp the enclosed copy of this letter, and return it to us in the enclosed envelope.

Yours truly,

Ms. Elizabeth P. Westman  
Title: Senior Vice President & Assistant Secretary

Enclosures

**PROCESSED**

**JUN 29 2007**

**B THOMSON  
FINANCIAL**

*Jew 6/26*

22 June 2007

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 2007 JUN 26 A 6:45  
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 CORPORATE FINANCE



**Westfield Group**  
 Level 24, Westfield Towers  
 100 William Street  
 Sydney NSW 2011  
 GPO Box 4004  
 Sydney NSW 2001  
 Australia  
**Telephone** 02 9358 7000  
**Facsimile** 02 9358 7077  
**Internet** [www.westfield.com](http://www.westfield.com)

The Manager  
 Company Announcements Office  
 Australian Stock Exchange Limited  
 Level 4, Exchange Centre  
 20 Bridge Street  
 SYDNEY NSW 2000

Dear Sir/Madam

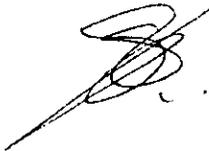
**WESTFIELD GROUP (ASX:WDC)  
 NOTICE UNDER ASX LISTING RULE 3.19A**

We enclose Appendix 3Y notices, as required to be provided under Listing Rule 3.19A for each of the following directors of the Westfield Group companies: FP Lowy, DH Lowy, PS Lowy and SM Lowy.

The notices are in respect of a recent sale of 35,540 WDC and 421 WDCNA stapled securities (totalling 35,961 stapled securities) in the Westfield Group by Westfield C Fund Pty Limited, as trustee of the Westfield Superannuation C Fund.

The Lowy family directors had a relevant interest in the Westfield Group stapled securities sold by Westfield C Fund Pty Limited. Please note that the Lowy family directors have not disposed of any stapled securities.

Yours faithfully  
**WESTFIELD GROUP**



**Simon Tuxen  
 Company Secretary**

Westfield Holdings Limited ABN 66 001 671 496

Westfield Management Limited ABN 41 001 670 579 AFS Licence 230329  
 as responsible entity for 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 for Westfield America Trust ABN 27 374 714 905 ARSN 092 058 449

Appendix 3Y  
Change of Director's Interest Notice

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Rule 3.19A.2  
2007 JUN 26 A 6:45  
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CORPORATE FINANCE

## Appendix 3Y

### Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

<b>Name of entity</b>	Westfield Group
<b>ABN</b>	Westfield Holdings Limited ABN 66 001 671 496 Westfield Trust ARSN 090 849 746 Westfield America Trust ARSN 092 058 449

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Frank P. Lowy
<b>Date of last notice</b>	29 May 2007

#### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct and indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Mr Lowy's notifiable interest includes Westfield Group stapled securities held by Westfield C Fund Pty Limited (as trustee of Westfield Superannuation C Fund)
<b>Date of change</b>	22 June 2007
<b>No. of securities held prior to change</b>	166,519,199
<b>Class</b>	WDC and WDCNA
<b>Number acquired</b>	-

+ See chapter 19 for defined terms.

Appendix 3Y  
Change of Director's Interest Notice

<b>Number disposed</b>	<ul style="list-style-type: none"> <li>• 35,540 ordinary stapled securities (WDC) from Westfield C Fund Pty Limited (as trustee of the Westfield Superannuation C Fund)</li> <li>• 421 ordinary stapled securities (WDCNA) (as trustee of the Westfield Superannuation C Fund)</li> </ul>
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$20.5219 per WDC stapled security \$20.1500 per WDCNA stapled security
<b>No. of securities held after change</b>	166,483,238
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On market trade

### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	N/A

+ See chapter 19 for defined terms.

# Appendix 3Y

## Change of Director's Interest Notice

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Introduced 30/9/2001.

<b>Name of entity</b>	Westfield Group
<b>ABN</b>	Westfield Holdings Limited ABN 66 001 671 496 Westfield Trust ARSN 090 849 746 Westfield America Trust ARSN 092 058 449

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	David Hillel Lowy
<b>Date of last notice</b>	29 May 2007

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct and indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Mr Lowy's notifiable interest includes Westfield Group stapled securities held by Westfield C Fund Pty Limited (as trustee of Westfield Superannuation C Fund)
<b>Date of change</b>	22 June 2007
<b>No. of securities held prior to change</b>	166,519,199
<b>Class</b>	WDC and WDCNA
<b>Number acquired</b>	-

+ See chapter 19 for defined terms.

Appendix 3Y  
Change of Director's Interest Notice

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<b>No. of securities held after change</b>	166,483,238
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On market trade

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	N/A

+ See chapter 19 for defined terms.

# Appendix 3Y

## Change of Director's Interest Notice

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Introduced 30/9/2001.

<b>Name of entity</b>	Westfield Group
<b>ABN</b>	Westfield Holdings Limited ABN 66 001 671 496 Westfield Trust ARSN 090 849 746 Westfield America Trust ARSN 092 058 449

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Peter Simon Lowy
<b>Date of last notice</b>	29 May 2007

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct and indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Mr Lowy's notifiable interest includes Westfield Group stapled securities held by Westfield C Fund Pty Limited (as trustee of Westfield Superannuation C Fund)
<b>Date of change</b>	22 June 2007
<b>No. of securities held prior to change</b>	166,519,199
<b>Class</b>	WDC and WDCNA
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Appendix 3Y  
Change of Director's Interest Notice

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**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	N/A
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<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	N/A

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<b>Name of entity</b>	Westfield Group
<b>ABN</b>	Westfield Holdings Limited ABN 66 001 671 496 Westfield Trust ARSN 090 849 746 Westfield America Trust ARSN 092 058 449

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Steven Mark Lowy
<b>Date of last notice</b>	29 May 2007

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

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<b>Class</b>	WDC and WDCNA
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Appendix 3Y  
Change of Director's Interest Notice

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<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	N/A

*END*

+ See chapter 19 for defined terms.