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WESTPAC BANKING CORP
 Form 424B2
 July 10, 2012

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

Preliminary Pricing Supplement No. 39 - Dated Monday, July 9, 2012 (To: Prospectus Dated May 10, 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
96121BBR7	\$ 100.000%		1.250%	\$	Fixed	2.000%	Monthly	30/360	07/15/2017	08/15/2012	\$1.44	Yes	No	Se Unsu N

Redemption Information: Non-Callable

Trade Date: Monday, July 16, 2012 @
 12:00 PM ET

Settle Date: Thursday, July 19,
 2012

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 Bank Securities,

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

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