

AUSTRALIA & NEW ZEALAND BANKING GROUP LTD

Form 6-K

May 07, 2007

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 6-K

REPORT OF FOREIGN ISSUER

PURSUANT TO RULE 13A-16 OR 15D-16 OF

THE SECURITIES EXCHANGE ACT OF 1934

For the month of April 2007

Australia and New Zealand Banking Group Limited

ACN 005 357 522

(Translation of registrant's name into English)

Level 6, 100 Queen Street Melbourne Victoria 3000 Australia

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒

Form 40-F ☐

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐

No ☒

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

This Report on Form 6-K shall be deemed to be incorporated by reference in the prospectus included in the Registration Statement on Form F-3 (No. 333 - 113524) of Australia and New Zealand Banking Group Limited and to be part thereof from the date on which this Report is filed, to the extent not superseded by documents or reports subsequently filed or furnished.

This Form 6-K may contain certain forward-looking statements, including statements regarding (i) economic and financial forecasts, (ii) anticipated implementation of certain control systems and programs, (iii) the expected outcomes of legal proceedings and (iv) strategic priorities. Such forward- looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors, many of which are beyond our control and which may cause actual results to differ materially from those expressed in the forward-looking statement contained in these forward- looking statements. For example, these forward-looking statements may be affected by movements in exchange rates and interest rates, general economic conditions, our ability to acquire or develop necessary technology, our ability to attract and retain qualified personnel, government regulation, the competitive environment and political and regulatory policies. There can be no assurance that actual outcomes will not differ materially from the forward-looking statements contained in the Form 6-K.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Australia and New Zealand
Banking Group Limited

(Registrant)

By: /s/ JOHN PRIESTLEY
Company Secretary
(Signature)*

Date 04 May 2007

* Print the name and title of the signing officer under his signature.

For the month of April 2007

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement,

application for quotation of additional securities

and agreement

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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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Australia and New Zealand Banking Group Limited (**ANZ**)

ABN

11 005 357 522

We (the entity) give ASX the following information.

Part 1 - All issues

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You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|--|
| 1 | +Class of +securities issued or to be issued | Transferable Certificates of Deposit (TCDs) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | A\$50,000,000 in aggregate Nominal Amount |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | See the Information Memorandum of ANZ dated 23 April 2004 in respect of ANZ's AUD Debt Issuance Program and the Pricing Supplement dated 20 April 2007 for the securities. |

1

- 4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?
- The securities will be fungible with the existing ANZ March 2011 TD33 series; details of the existing series:
- A\$450,000,000
 - Coupon: 6.00% p.a
 - Maturity Date: 1 March, 2011
 - ASX Code: ANZHM
- If the additional securities do not rank equally, please state:
- the date from which they do
 - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
- 5 Issue price or consideration
- 6.00% Fixed Rate Securities - Issue Price for the securities is 98.275% of the aggregate nominal amount of the securities (consisting of 97.460% on account of principal and 0.815% on account of accrued interest).
- The securities will pay a coupon of 6.00% pa payable semi-annually on 1 March and 1 September of each year with the first Coupon payable on 1 September 2007.
- 6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)
- General corporate purposes
- 7 Dates of entering +securities into uncertificated holdings or despatch of certificates
- 20 April 2007

	Number	+Class
8		
Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	1,844,744,534	Ordinary fully paid
	10,000,000	2003 ANZ Stapled Exchangeable Preferred Securities
Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	AUD600m Floating Rate TCD due October 2007	
	AUD500m 5.80% TCD due October 2007	
	AUD1195m 5.00% TCD due May 2008	
	AUD600m Floating Rate TCD due May 2008	
	AUD400m Floating Rate TCD due March 2009	
	AUD1025m 6.00% TCD due March 2009	
	AUD800m 6.00% TCD due March 2010	
	AUD1050m Floating Rate TCD due March 2010	
	AUD500m 6.00% TCD due March 2011	
	AUD800m Floating Rate TCD due March 2011	
	AUD600m 6.50% TCD due November 2011	
	AUD750m Floating Rate TCD due November 2011	
	AUD350m 6.50% Subordinated Notes due May 2014	
	AUD380m Floating Rate Subordinated Notes due May 2014	
	AUD300m 6.00% Subordinated Notes due August 2015	
	AUD400m Floating Rate Subordinated Notes due August 2015	
	AUD300m 6.25% Subordinated Notes due May 2016	
	AUD300m Floating Rate Subordinated Notes due May 2016	
	AUD350m 6.50% Subordinated Notes due March 2017	
	AUD350m Floating Rate Subordinated Notes due March 2017	

9	Number and +class of all	26,313,168	Options on issue
	+securities not quoted on ASX		
	(including the securities in clause		
	2 if applicable)	350,000	2003 Redeemable Preference Shares
		750,000	2003 Redeemable Preference Shares (Series 2)
		500,000	December 2004 Euro Preference Shares
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not Applicable	

Part 2 - Bonus issue or pro rata issue

- 11 Is security holder approval required?
- 12 Is the issue renounceable or non-renounceable?
- 13 Ratio in which the +securities will be offered
- 14 +Class of +securities to which the offer relates
- 15 +Record date to determine entitlements
- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?
- 17 Policy for deciding entitlements in relation to fractions
- 18 Names of countries in which the entity has +security holders who will not be sent new issue documents

Note: Security holders must be told how their entitlements are to be dealt with.

Cross reference: rule 7.7.

+ See chapter 19 for defined terms.

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- 19 Closing date for receipt of acceptances or renunciations
- 20 Names of any underwriters
- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue
- 23 Fee or commission payable to the broker to the issue
- 24 Amount of any handling fee behalf payable to brokers who lodge acceptances or renunciations on of +security holders
- 25 If the issue is contingent on date of +security holders approval, the the meeting
- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do +security holders sell their entitlements *in full* through a broker?
- 31 How do +security holders sell part of their entitlements through a broker and accept for the balance?

32 How do +security holders dispose
of their entitlements (except by sale
through a broker)?

33 +Despatch date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☒ A copy of any trust deed for the additional +securities
See Amended and Restated Deed Poll dated 23 April 2004

Entities that have ticked box 34(b)

- 38 Number of securities for which
+quotation is sought
- 39 Class of +securities for which
quotation is sought
- 40 Do the +securities rank equally in
all
respects from the date of allotment
with an existing +class of quoted
+securities?

If the additional securities do not
rank equally, please state:

- the date from which they
do
- the extent to which they
participate for the next
dividend, (in the case of a
trust, distribution) or interest
payment
- the extent to which they
do not rank equally, other
than in relation to the next
dividend, distribution or
interest payment

- 41 Reason for request for quotation
now

Example: In the case of restricted
securities, end of restriction period

(if issued upon conversion of
another security, clearly identify
that
other security)

- | | Number | +Class |
|--|--------|--------|
| 42 Number and +class of all
+securities
quoted on ASX (<i>including</i> the
securities in clause 38) | | |

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

Date: 20 April 2007

Company Secretary

Print name: John Priestley

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PRICING SUPPLEMENT

AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED

(Australian Business Number 11 005 357 522)

**Australian Dollar
Debt Issuance Programme**

Series No: 33

Tranche No: 2

AUD 50,000,000 6.00% Fixed Rate Transferable Certificates of Deposit to be consolidated and form a single series with existing A\$450,000,000 6.00% Fixed Rate Transferable Certificates of Deposit due 2011 (Series 33, Tranche 1)

Issue Price: 98.275 per cent (consisting of 97.460% on account of principal and 0.815% on account of accrued interest)

CITIGROUP GLOBAL MARKETS AUSTRALIA PTY LIMITED

(Australian Business Number 64 003 114 832)

Lead Manager and Dealer

The date of this Pricing Supplement is 20 April 2007

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This document constitutes the Pricing Supplement relating to the issue of Securities described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Information Memorandum dated 23 April 2004 and the Amended and Restated Deed Poll dated 23 April 2004. This Pricing Supplement must be read in conjunction with the Information Memorandum dated 26 February 2007, save in respect of the Conditions which are extracted from the Information Memorandum dated 23 April 2004 and Amended and Restated Deed Poll dated 23 April 2004.

1	Issuer:	Australia and New Zealand Banking Group Limited
2	(i) Series Number:	33
	(ii) Tranche Number:	2
	(if fungible with an existing Series, details of that Series, the number including the date on which the Securities become fungible)	The Securities are to be consolidated with the A\$450,000,000 6.00% Fixed Rate Transferable Certificates of Deposit issued on 5 December 2005 and upon issue will form a single Series with a principal amount of A\$500,000,000.
3	Specified Currency:	Australian Dollars
4	Aggregate Nominal Amount:	\$50,000,000
5	(i) Issue Price:	98.275 per cent of the Aggregate Nominal Amount (consisting of 97.460% on account of principal and 0.815% on account of accrued interest)
	(ii) Net proceeds:	A\$49,137,500 (98.275% * A\$50m)
6	Specified Denomination(s):	\$1,000
7	(i) Issue Date:	20 April 2007
	(ii) Interest Commencement Date:	1 March 2007
8	Maturity Date:	1 March 2011
9	Interest Basis:	6.00 per cent. per annum Fixed Rate (Further particulars specified below)
10	Redemption/Payment Basis:	Redemption at Par
11	Change of Interest or Redemption/Payment Basis:	
12	Put/Call Options:	Not applicable
13	Status of the Securities:	Transferable Certificates of Deposit
14	Listing:	Australian Stock Exchange
15	Method of distribution:	Non-Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16	Fixed Rate Security Provisions	Applicable
	(i) Rate of Interest:	

6.00 per cent per annum payable semi-annually in arrears

(ii)	Interest Payment Date(s):	1 September and 1 March in each year commencing 1 September 2007
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(iii)	Fixed Coupon Amount[(s)]:	\$30 per \$1,000 on each Interest Payment Date
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	(iv)	Broken Amount(s):	Not applicable
	(v)	Business day Convention:	Following Business Day Convention
	(vi)	Day Count Fraction:	RBA Bond Basis
	(vii)	Other terms relating to the method of calculating interest for Fixed Rate Securities:	Not Applicable
	(viii)	Interest Determination Date	Not Applicable
17		Floating Rate Security Provisions	Not Applicable
18		Zero Coupon Security Provisions	Not Applicable
19		Index-Linked Interest Security Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

21		Call Option	Not Applicable
22		Put Option	Not Applicable
23		Final Redemption Amount:	Outstanding Nominal Amount
24		Early Redemption Amount:	
		Early Redemption Amount(s) payable on redemption for taxation reasons or on Event of Default and/or the method of calculating the same (if required or if different from that set out in the Conditions)	

GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

25		Form of Securities:	Registered
26		Additional Financial Centre(s) or other special provisions relating to Interest Payment Dates:	Not Applicable
27		Public Offer Test compliant	Yes
28		Details relating to Instalment Notes, including Instalment Amount(s) and Instalment Date(s):	Not Applicable
29		Consolidation provisions:	Not Applicable
30		Governing law:	State of Victoria
31		Other terms or special conditions:	Not Applicable

DISTRIBUTION

32			Not Applicable
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If syndicated, names of Lead Managers and the Dealers:

33 If non-syndicated, name of Dealer: Citigroup Global Markets Australia Pty Ltd (Lead Manager)

34 Additional selling restrictions: Not Applicable

OPERATIONAL INFORMATION

35 ISIN: AU0000ANZHM1
2

36	Code	ANZHM
37	Any clearing system(s) other than Austraclear and the relevant identification number(s):	Securities will be lodged in the Austraclear system. Securities may also be held and transacted in the Euroclear and Clearstream systems

LISTING APPLICATION

This Pricing Supplement comprises the details required to list the Securities described herein pursuant to the Australian Dollar Debt Issuance programme as from 20 April 2007.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of the Issuer:

By:
Duly Authorised Signatory

By:
Duly Authorised Signatory