

NATIONAL AUSTRALIA BANK LTD  
Form S-8 POS  
July 13, 2007

Registration Statements Nos. 333-103443

333-122521

## SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO

### FORM S-8

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

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## NATIONAL AUSTRALIA BANK LIMITED

A.B.N. 12 004 044 937

(Exact Name of Registrant as specified in its Charter)

**Victoria, Australia**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**13-2901144**  
(I.R.S. Employer  
Identification No.)

**NAB House**  
**500 Bourke Street**  
**Melbourne, Victoria 3000**  
**Commonwealth of Australia**  
**(61-3) 8641-3500**

(Address of Principal Executive Offices)

**NATIONAL AUSTRALIA BANK STAFF SHARE OWNERSHIP PLAN**  
**NATIONAL AUSTRALIA BANK EXECUTIVE OPTION PLAN**  
**NATIONAL AUSTRALIA BANK EXECUTIVE SHARE OPTION PLAN NO. 2**  
**NATIONAL AUSTRALIA BANK PERFORMANCE RIGHTS PLAN**

(Full Title of the Plans)

**Bruce T. Richards**  
**National Australia Bank Limited**  
**245 Park Avenue, 28th Floor**  
**New York, New York 10167**  
**(212) 916-9505**

(Name, address and telephone number of agent for service)

**DEREGISTRATION OF UNSOLD SECURITIES**

This post-effective amendment relates to the following registration statements filed on Form S-8 (collectively, the Registration Statements ):

1. Registration Statement No. 333-103443, filed February 26, 2003, registering 5,332,500 ordinary shares to be offered pursuant to the National Australia Bank Staff Share Ownership Plan, the National Australia Bank Executive Option Plan, the National Australia Bank Executive Share Option Plan No. 2, and the National Australia Bank Performance Rights Plan (collectively, the Plans ).
2. Registration Statement No. 333-122521, filed February 3, 2005, registering or carrying forward 2,500,000 ordinary shares to be offered pursuant to the Plans.

The purpose of this post-effective amendment is to terminate the Registration Statements and to remove from registration all of the securities registered or carried forward thereby which remain unsold as of the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Melbourne, Commonwealth of Australia, on the 13th day of June, 2007.

**NATIONAL AUSTRALIA BANK LIMITED**

By: /s/ MICHAELA J. HEALEY  
Name: Michaela J. Healey  
Title: Company Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this post-effective amendment has been signed below by the following persons in their capacity indicated on the relevant dates set out below.

Name	Title
* Michael Chaney	Chairman
* John Stewart	Director, Managing Director and Chief Executive Officer (Principal Executive Officer)
Patricia Cross	Director
* Peter Duncan	Director
* John Thorn	Director
* Ahmed Fahour	Director
* Daniel Gilbert	Director
Thomas (Kerry) McDonald	Director

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* Paul Rizzo	Director
* Jillian Segal	Director
* John Thorn	Director
* Geoffrey Tomlinson	Director
* Michael Ullmer	Director and Group Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
* Malcolm Williamson	Director
/s/ BRUCE RICHARDS Bruce Richards	Authorized Representative in the United States

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\*By: /s/ DAVID KRASNOSTEIN  
Name: David Krasnostein  
Title: Attorney