

WESTPAC BANKING CORP  
 Form 424B2  
 September 13, 2011

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities Offered	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(1)(2)
2.300% Fixed Rate Notes due September 2016	\$3,961,000.00	\$459.87

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

(2) Paid herewith.

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

Pricing Supplement No. 12 - Dated Monday, September 12, 2011 (To: Prospectus Dated March 2, 2011)

CUSIP Number	Principal Amount	Selling Price	Gross Concession	Net Proceeds	Coupon Type	Coupon Rate	Coupon Frequency	Day Count Basis	Maturity Date	1st Coupon Date	1st Coupon Amount	Survivor Option
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96121BAM9	\$3,961,000.00	100.000%	1.250%	\$3,911,487.50	Fixed	2.300%	Monthly	30/360	09/15/2016	10/15/2011	\$1.92	Yes
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**Redemption Information:** Non-Callable

Trade Date: Monday, September 12, 2011 @ 12:00 PM ET

Settle Date: Thursday, September 15, 2011

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

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

**Joint Lead Managers and Lead Agents:** BofA Merrill Lynch, Incapital LLC **Agents:** Citigroup Global Markets Inc.,

Deutsche Bank Securities Inc., HSBC Securities (USA) Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner

& Smith Incorporated, Morgan Stanley & Co. LLC, UBS Securities LLC, Wells Fargo Advisors, LLC

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Westpac Banking Corporation