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WESTPAC BANKING CORP
 Form 424B2
 June 21, 2011

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

Preliminary Pricing Supplement No. 3 - Dated Monday, June 20, 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	Survivors Option	FDIC Guarant
96121BAC1	\$ 100.000%		1.250%	\$	Fixed	2.600%	Monthly	30/360	06/15/2016	07/15/2011	\$1.08	Yes	No

Redemption Information: Non-Callable

Westpac Banking Corporation Trade Date: Monday, June 27, 2011 @ 12:00 PM ET

Settle Date: Thursday, June 30, 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:** Citi, Deutsche Bank Securities, Goldman, Sachs &

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

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