

AUSTRALIA & NEW ZEALAND BANKING GROUP LTD  
Form S-8 POS  
July 11, 2007

As filed with the Securities and Exchange Commission on July 11, 2007

Registration No. 333-104594

## SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO

### FORM S-8

REGISTRATION STATEMENT NO. 333-104594

UNDER

THE SECURITIES ACT OF 1933

## AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED

A.B.N. 11 005 357 522

(Exact Name of Registrant as Specified in Its Charter)

**Victoria, Australia**

(State or other jurisdiction of incorporation or organization)

**13-2623463**

(I.R.S. Employer Identification No.)

**100 Queen Street  
Melbourne 3000, Victoria, Australia  
(613) 9273-5555**

(Address and Telephone Number of Registrant's Principal Executive Offices)

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**Al Chircop**

**General Manager, Americas**

**Australia and New Zealand Banking Group Limited**

**1177 Avenue of the Americas**

**6th Floor**

**New York, New York 10036**

**(212) 801-9800**

(Name, Address and Telephone Number of Agent for Service)

*Copies to:*

**John E. Estes, Esq.**

**Sullivan & Cromwell**

**125 Broad Street**

**New York, New York 10004**

**(212) 558-4000**

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**DEREGISTRATION OF UNSOLD SECURITIES**

This post effective amendment relates to the Registration Statement filed on Form S-8, No. 333-104594, filed April 17, 2003, registering 3,000,000 ordinary shares of Australia & New Zealand Banking Group Limited ( ANZ ).

ANZ intends to file a Form 15F to terminate the registration of its American Depositary Shares and underlying Ordinary Shares under the Securities Exchange Act of 1934, as amended.

In accordance with an undertaking made by ANZ in the Registration Statement to remove from registration by means of a post-effective amendment any securities which remain unsold at the termination of the offering, ANZ hereby terminates the Registration Statement and withdraws from registration all of the securities registered or carried forward under the Registration Statement which remain unsold as of the date hereof.

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**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 registration statement or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Melbourne, Commonwealth of Australia, on July 6, 2007.

**AUSTRALIA & NEW ZEALAND BANKING GROUP LIMITED**

By: */s/ Peter Ralph Marriott*  
 Name: Peter Ralph Marriott  
 Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement or amendment thereto has been signed below by the following persons in their capacities and on the dates indicated below.

Name	Title	Date
*		
Charles Barrington Goode	Chairman	July 6, 2007
*		
John McFarlane	Chief Executive Officer and Director	July 6, 2007
*		
Jeremy Kitson Ellis	Director	July 6, 2007
*		
Margaret Anne Jackson	Director	July 6, 2007
*		
Gregory John Clark	Director	July , 2007
<i>/s/ Ian John Macfarlane</i>		
Ian John Macfarlane	Director	July 5, 2007
<i>/s/ David Edward Meiklejohn</i>		
David Edward Meiklejohn	Director	July 9, 2007
<i>/s/ John Powell Morschel</i>		
John Powell Morschel	Director	July 6, 2007
<i>/s/ Peter Ralph Marriott</i>		
Peter Ralph Marriott	Chief Financial Officer	July 6, 2007

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/s/ Shane Michael Buggle  
Shane Michael Buggle

Group General Manager, Finance  
(principal accounting officer)

July 6, 2007

/s/ Al Chircop  
Al Chircop

Authorized Representative in The United  
States

July 6, 2007

\*By: /s/ Peter Ralph Marriott  
Peter Ralph Marriott  
Attorney-in-fact  
July 6, 2007

**Exhibits**

24 Power of Attorney (included on pages 6 and 7 of the original filing of this Registration Statement).

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