

WESTPAC BANKING CORP  
 Form 424B2  
 July 17, 2012

**CALCULATION OF REGISTRATION FEE**

| Title of Each Class of Securities Offered | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee(1)(2) |
|---|---|----------------------------------|
| 2.000% Fixed Rate Notes due July 2017     | \$3,700,000.00                            | \$ 429.55                        |

(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. 39 - Dated Monday, July 16, 2012 (To: Prospectus Dated May 10, 2012)

| CUSIP Number | Principal Amount | Gross Selling Price | Net Proceeds   | Coupon Type | Coupon Rate | Coupon Frequency | Day Count Basis | Maturity Date | 1st Coupon Date | 1st Coupon Amount | Survivor s Option | FDIC Guaranteed |
|--------------|------------------|---------------------|----------------|-------------|-------------|------------------|-----------------|---------------|-----------------|-------------------|-------------------|-----------------|
| 96121BBR7    | \$3,700,000.00   | 100.000%            | \$3,653,750.00 | Fixed       | 2.000%      | Monthly          | 30/360          | 07/15/2017    | 08/15/2012      | \$1.44            | Yes               | No              |

**Redemption Information:** Non-Callable

Trade Date: Monday, July 16, 2012 @ 12:00 PM ET

Settle Date: Thursday, July 19, 2012

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

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

Westpac Banking Corporation

**Joint Lead Managers and Lead Agents:** BofA Merrill Lynch, Incapital LLC **Agents:** Citigroup, Deutsche Bank Securities,

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

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