

18 December 2009

Announcements Officer
Company Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Listed Company Relations
New Zealand Exchange Limited
Level 2, NZX Centre
11 Cable Street
WELLINGTON
NEW ZEALAND

Goodman Fielder Limited – Notice of Change in Director’s Interests

Pursuant to ASX Listing Rule 3.19A.2 and Section 19T(2) of the New Zealand *Securities Markets Act 1988*, I attach the following documents in respect of a change in the relevant interests of Mr Peter Margin, the Managing Director and Chief Executive Officer of Goodman Fielder Limited:

- Appendix 3Y – Change of Director’s Interest Notice; and
- NZX Disclosure Notice – Disclosure of Directors and Officers Relevant Interests.

Yours sincerely,



JONATHON WEST
Company Secretary

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	GOODMAN FIELDER LIMITED
ABN	51 116 399 430

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	PETER MAXWELL MARGIN
Date of last notice	3 SEPTEMBER 2009

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	DIRECT AND INDIRECT INTERESTS
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	MARGIN HOLDINGS (AUST) PTY LTD <MARGIN FAMILY A/C> (TRUSTEE OF FAMILY TRUST OF WHICH MR MARGIN IS A BENEFICIARY) PACIFIC CUSTODIANS PTY LTD (TRUSTEE OF GOODMAN FIELDER EMPLOYEE SHARE PLANS TRUST, OF WHICH MR MARGIN IS A BENEFICIARY)
Date of change	15 DECEMBER 2009

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

No. of securities held prior to change	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 15%; text-align: right;">100,100</td> <td>SHARES HELD BY MARGIN HOLDINGS (AUST) PTY LTD <MARGIN FAMILY A/C></td> </tr> <tr> <td style="text-align: right;">278,418</td> <td>SHARES HELD BY PACIFIC CUSTODIANS PTY LTD PURSUANT TO GOODMAN FIELDER GENERAL EMPLOYEE SHARE PLAN AND LONG TERM INCENTIVE PLAN</td> </tr> <tr> <td style="text-align: right;">288,066</td> <td>RIGHTS TO SHARES UNDER PERFORMANCE SHARE PLAN, SUBJECT TO PERFORMANCE/SERVICE CONDITIONS (2008 OFFER)</td> </tr> <tr> <td style="text-align: right;">803,571</td> <td>RIGHTS TO SHARES UNDER PERFORMANCE SHARE PLAN, SUBJECT TO PERFORMANCE/SERVICE CONDITIONS (2009 OFFER)</td> </tr> </table>	100,100	SHARES HELD BY MARGIN HOLDINGS (AUST) PTY LTD <MARGIN FAMILY A/C>	278,418	SHARES HELD BY PACIFIC CUSTODIANS PTY LTD PURSUANT TO GOODMAN FIELDER GENERAL EMPLOYEE SHARE PLAN AND LONG TERM INCENTIVE PLAN	288,066	RIGHTS TO SHARES UNDER PERFORMANCE SHARE PLAN, SUBJECT TO PERFORMANCE/SERVICE CONDITIONS (2008 OFFER)	803,571	RIGHTS TO SHARES UNDER PERFORMANCE SHARE PLAN, SUBJECT TO PERFORMANCE/SERVICE CONDITIONS (2009 OFFER)
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288,066	RIGHTS TO SHARES UNDER PERFORMANCE SHARE PLAN, SUBJECT TO PERFORMANCE/SERVICE CONDITIONS (2008 OFFER)								
803,571	RIGHTS TO SHARES UNDER PERFORMANCE SHARE PLAN, SUBJECT TO PERFORMANCE/SERVICE CONDITIONS (2009 OFFER)								
Class	ORDINARY SHARES								
Number acquired	862,069 RIGHTS TO SHARES UNDER PERFORMANCE SHARE PLAN, SUBJECT TO PERFORMANCE HURDLES AND PETER MARGIN REMAINING EMPLOYED BY GOODMAN FIELDER LIMITED AT THE DATE OF ACQUISITION OF THE SHARES ON-MARKET (WHICH IS INTENDED TO OCCUR DURING THE TRADING WINDOW AFTER RELEASE OF THE 2012 FINANCIAL RESULTS)								
Number disposed	NIL								
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	N/A								
No. of securities held after change	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 15%; text-align: right;">100,100</td> <td>SHARES HELD BY MARGIN HOLDINGS (AUST) PTY LTD <MARGIN FAMILY A/C></td> </tr> <tr> <td style="text-align: right;">278,418</td> <td>SHARES HELD BY PACIFIC CUSTODIANS PTY LTD PURSUANT TO GOODMAN FIELDER GENERAL EMPLOYEE SHARE PLAN AND LONG TERM INCENTIVE PLAN</td> </tr> </table>	100,100	SHARES HELD BY MARGIN HOLDINGS (AUST) PTY LTD <MARGIN FAMILY A/C>	278,418	SHARES HELD BY PACIFIC CUSTODIANS PTY LTD PURSUANT TO GOODMAN FIELDER GENERAL EMPLOYEE SHARE PLAN AND LONG TERM INCENTIVE PLAN				
100,100	SHARES HELD BY MARGIN HOLDINGS (AUST) PTY LTD <MARGIN FAMILY A/C>								
278,418	SHARES HELD BY PACIFIC CUSTODIANS PTY LTD PURSUANT TO GOODMAN FIELDER GENERAL EMPLOYEE SHARE PLAN AND LONG TERM INCENTIVE PLAN								

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

No. of securities held after change (cntd):	1,953,706 RIGHTS TO SHARES UNDER PERFORMANCE SHARE PLAN, SUBJECT TO PERFORMANCE/SERVICE CONDITIONS
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	ACQUISITION OF RIGHTS TO SHARES UNDER PERFORMANCE SHARE PLAN, SUBJECT TO SPECIFIED PERFORMANCE HURDLES AND/OR SERVICE CONDITIONS BEING MET

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	GRANT OF RIGHTS TO BE ALLOCATED ORDINARY SHARES UNDER A DEFERRED SHORT TERM INCENTIVE ARRANGEMENT (STI), SUBJECT TO SATISFACTION OF PERFORMANCE/SERVICE CONDITIONS
Nature of interest	RIGHTS TO BE ALLOCATED ORDINARY SHARES (WHICH WILL BE PURCHASED ON-MARKET), SUBJECT TO THE SATISFACTION OF PERFORMANCE/SERVICE CONDITIONS
Name of registered holder (if issued securities)	N/A
Date of change	18 DECEMBER 2009
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	ORDINARY SHARES
Interest acquired	ACQUISITION OF RIGHTS TO BE ALLOCATED ORDINARY SHARES UNDER A DEFERRED SHORT TERM INCENTIVE ARRANGEMENT (STI), SUBJECT TO SATISFACTION OF PERFORMANCE/SERVICE CONDITIONS. <i>The number of shares to be allocated will be determined in or around August 2010 based upon 25% of the total STI payable and the closing share price on the ASX on 30 June 2010. The shares will be purchased on-market and allocated in or around August 2011.</i>

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	ACQUISITION OF RIGHTS TO BE ALLOCATED ORDINARY SHARES UNDER A DEFERRED SHORT TERM INCENTIVE ARRANGEMENT (STI), SUBJECT TO SATISFACTION OF PERFORMANCE/SERVICE CONDITIONS

+ See chapter 19 for defined terms.



Ongoing Disclosure Notice

Disclosure of Directors and Officers Relevant Interests

Section 19T(2), Securities Markets Act 1988

A Details of director or officer

Name of director or officer of public issuer:	Peter Maxwell Margin
Name of public issuer:	Goodman Fielder Limited
Name of related body corporate (if applicable):	
Position held in public issuer:	Managing Director

B Securities in public issuer or any related body corporate in which director or officer has relevant interest

Number, class, and type of securities: <u>1</u>	Rights to be allocated 862,069 Ordinary Shares
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C Nature of relevant interest and name of registered holder

Nature of relevant interest in securities: <u>2</u>	Beneficial interest
Name of registered holder of securities <u>3</u>	Pacific Custodians Pty Ltd (Trustee of Goodman Fielder Employee Share Plans Trust)

D Details of acquisitions and disposals

If the relevant interest was acquired—

Date of acquisition: <u>4</u>	15 December 2009
Consideration paid for acquisition: <u>5</u>	Not Applicable

If the relevant interest was disposed of—

Date of disposal: <u>6</u>	
Consideration paid for disposal: <u>7</u>	

Type of transaction

Describe the arrangement pursuant to which, or the circumstances in which, the acquisition or disposal took place: <u>8</u>	Acquisition of rights to be allocated 862,069 ordinary shares under the Goodman Fielder Limited Performance Share Plan, subject to satisfaction of performance/service conditions
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E Total number of transactions this notice relates to: 9

1

F Date of last disclosure notice (whether in form 1 or form 2) by the director or officer: 10

3 September 2009

G Signature

Signature of director or officer:	
Date of signature:	18/12/09

or

Signature of person authorised to sign on behalf of director or officer:	
Date of signature:	
Name and title of authorised person:	

Notes:

Use this form to disclose all the acquisitions and disposals by a director or officer of a public issuer of relevant interests in securities of the public issuer or of a related body corporate. The disclosure must normally be made within 5 trading days of the first acquisition or disposal disclosed in this notice

Provide the information required under headings C and D for each type of security identified under heading B.

This notice must be signed either by the director or officer making the disclosure, or by a person authorised by the director or officer to sign on his or her behalf.

References

1. Regulation 8.

2. Regulation 7.

3. Regulation 7.

4. Regulation 9.

5. Regulation 10.

6. Regulation 9.

7. Regulation 10.

8. Regulation 11.

9. Regulation 12 (2)

10. Regulation 13.

11. Regulation 14.



Ongoing Disclosure Notice

Disclosure of Directors and Officers Relevant Interests

Section 19T(2), Securities Markets Act 1988

A Details of director or officer

Name of director or officer of public issuer:	Peter Maxwell Margin
Name of public issuer:	Goodman Fielder Limited
Name of related body corporate (if applicable):	
Position held in public issuer:	Managing Director

B Securities in public issuer or any related body corporate in which director or officer has relevant interest

Number, class, and type of securities: <u>1</u>	Rights to be allocated Ordinary Shares (number still to be determined)
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C Nature of relevant interest and name of registered holder

Nature of relevant interest in securities: <u>2</u>	Beneficial interest
Name of registered holder of securities <u>3</u>	Pacific Custodians Pty Ltd (Trustee of Goodman Fielder Employee Share Plans Trust)

D Details of acquisitions and disposals

If the relevant interest was acquired—

Date of acquisition: <u>4</u>	18 December 2009
Consideration paid for acquisition: <u>5</u>	Not Applicable

If the relevant interest was disposed of—

Date of disposal: <u>6</u>	
Consideration paid for disposal: <u>7</u>	

Type of transaction

Describe the arrangement pursuant to which, or the circumstances in which, the acquisition or disposal took place: <u>8</u>	Acquisition of rights to be allocated ordinary shares under a deferred short term incentive arrangement (STI), subject to the satisfaction of performance/service conditions. The number of shares to be allocated will be determined in or around August 2010 based upon 25% of the total STI payable and the closing share price on the ASX on 30 June 2010. The shares will be purchased on-market and allocated in or around August 2011.
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E Total number of transactions this notice relates to: <u>9</u>	1
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F Date of last disclosure notice (whether in form 1 or form 2) by the director or officer: <u>10</u>	18 December 2009
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G Signature

Signature of director or officer:	
Date of signature:	18/12/09

or

Signature of person authorised to sign on behalf of director or officer:
Date of signature:
Name and title of authorised person:

Notes:

Use this form to disclose all the acquisitions and disposals by a director or officer of a public issuer of relevant interests in securities of the public issuer or of a related body corporate. The disclosure must normally be made within 5 trading days of the first acquisition or disposal disclosed in this notice

Provide the information required under headings C and D for each type of security identified under heading B.

This notice must be signed either by the director or officer making the disclosure, or by a person authorised by the director or officer to sign on his or her behalf.

- References**
1. Regulation 8.
 2. Regulation 7.
 3. Regulation 7.
 4. Regulation 9.
 5. Regulation 10.
 6. Regulation 9.
 7. Regulation 10.
 8. Regulation 11.
 9. Regulation 12 (2)
 10. Regulation 13.
 11. Regulation 14.