

BHP BILLITON LTD  
Form 6-K/A  
October 22, 2008

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

October 22, 2008

**BHP BILLITON LIMITED**

**(ABN 49 004 028 077)**

(Exact name of Registrant as specified in its charter)

**VICTORIA, AUSTRALIA**

(Jurisdiction of incorporation or organisation)

**180 LONSDALE STREET, MELBOURNE, VICTORIA**

**3000 AUSTRALIA**

(Address of principal executive offices)

**BHP BILLITON PLC**

**(REG. NO. 3196209)**

(Exact name of Registrant as specified in its charter)

**ENGLAND AND WALES**

(Jurisdiction of incorporation or organisation)

**NEATHOUSE PLACE, VICTORIA, LONDON,**

**UNITED KINGDOM**

(Address of principal executive offices)

---

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:  Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): [ ]

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): [ ]

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934: [ ] Yes [x] No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): n/a

---

22 October 2008

Number 34/08

## BHP BILLITON PRODUCTION REPORT FOR THE QUARTER ENDED 30 SEPTEMBER 2008

BHP Billiton delivered a solid performance in the first quarter of the 2009 financial year. This was achieved within a challenging supply environment characterised by unexpected disruptions, including the hurricanes in the Gulf of Mexico.

Consistent with the outlook statement given at our interim and preliminary results, China has not been immune to the global slowdown. Macroeconomic indicators show that Chinese growth has softened during the quarter, albeit from very high levels. We expect volatility and uncertainty to continue in the short term. Notwithstanding this short term uncertainty, we remain confident that the ongoing industrialisation and urbanisation of China and other developing economies will continue to drive strong longer term demand for our products.

Our uniquely diversified portfolio of low cost and high quality assets places us at a competitive advantage in the current uncertain environment and we are well positioned to capitalise as markets recover. Our strong cash flow and balance sheet allows us to re-invest throughout the cycle, in our growth projects that are focused on lower risk brownfield expansions in high margin commodities.

\* Quarterly production records delivered at Hunter Valley Coal, Mining Area C, Saraji (all Australia), Samarco (Brazil), Samancor Manganese (South Africa), Cerrejon Coal (Colombia) and Zamzama (Pakistan) operations.

\* Record quarterly shipments for iron ore to meet customer demand.

\* Samarco Third Pellet Plant (Brazil) successfully ramped up to full design capacity.

\* Olympic Dam (Australia) achieved a quarterly record for ore hoisted and material mined.

\* Petroleum production was 15 per cent higher than the September 2007 quarter due to newly commissioned projects and strong operational performance. This was achieved despite the impact of two hurricanes in the Gulf of Mexico (USA).

\* Kalgoorlie Nickel Smelter (Australia) rebuild was successfully completed ahead of schedule.

	SEPT	SEPT Q08	SEPT Q08
	2008	vs	vs
PETROLEUM	QTR	SEPT Q07	JUNE Q08
Crude Oil, Condensate and Natural Gas Liquids ('000 bbl)	18,922	31%	-7%
Natural Gas (bcf)	95.28	0%	0%
Total Petroleum Products (million boe)	34.80	15%	-4%

#### Total Petroleum Products

- Production was 15 per cent higher than the September 2007 quarter driven by the ramp up of new projects delivered in the 2008 financial year. In addition two new projects commenced during the quarter, Neptune (USA) and North West Shelf Train 5 (Australia), contributing additional volumes. Two million barrels of oil equivalent was delayed due to the impact of two hurricanes in the Gulf of Mexico.

As announced by the operator, the Mad Dog (USA) drilling rig was lost as a result of Hurricane Ike. The facility was shut down for part of the September 2008 quarter. It is currently anticipated that production will resume in the next quarter. The operator and other owners are currently examining options to permanently address the rig loss at Mad Dog.

#### Crude Oil, Condensate, and Natural Gas Liquids

- Production was 31 per cent higher than the September 2007 quarter due to significant growth in high margin crude production from new projects. This was achieved despite the impact of two hurricanes in the Gulf of Mexico.

Production was slightly lower than the previous quarter, mainly due to the impact of hurricanes in the Gulf of Mexico and unplanned interruptions at Bruce (UK).

#### Natural Gas

- Production was in line with the September 2007 quarterly production record and the prior quarter.

	SEPT	SEPT Q08	SEPT Q08
	2008	vs	vs
ALUMINIUM	QTR	SEPT Q07	JUNE Q08
Alumina ('000 tonnes)	1,098	-5%	-4%
Aluminium ('000 tonnes)	309	-8%	1%

## Alumina -

Production decreased for the quarter mainly due to scheduled maintenance at Alumar (Brazil) and Worsley (Australia). Stockpiled hydrate from the calciner outages at Alumar and Worsley is expected to be processed next quarter.

## Aluminium

- The Southern African smelters continued to operate at reduced levels to comply with the mandatory reduction in power consumption. The September 2008 quarter included the complete shutdown of the B and C potlines at Bayside (South Africa).

	SEPT	SEPT Q08	SEPT Q08
	2008	vs	vs
BASE METALS	QTR	SEPT Q07	JUNE Q08
Copper ('000 tonnes)	308.9	0%	-21%
Lead (tonnes)	58,252	-5%	10%
Zinc (tonnes)	41,761	12%	-4%
Silver ('000 ounces)	10,300	-7%	12%
Uranium Oxide Concentrate (Uranium) (tonnes)	1,110	19%	8%

## Copper -

Production was in line with the September 2007 quarter driven by the continued ramp up of Spence and Escondida Sulphide Leach (both Chile) and improved reliability, head grade and recovery at Olympic Dam; this was offset by lower production at Escondida.

In line with expectations, production was lower than the June 2008 quarter. Escondida's production was impacted by declining ore grade and poor reliability in the electrical motor of the Laguna Seca SAG mill. Escondida has reduced throughput to minimise potential of further stoppages. However, this will result in reduced copper concentrate production until a permanent solution is implemented within an estimated nine month period.

The impact to total copper production at Escondida is estimated to be around 10 per cent in the 2009 financial year. This is in addition to the impact of grade decline announced in the June 2008 quarter.

## Lead -

Production was lower than the September 2007 quarter due to lower head grades at Cannington (Australia) and Antamina (Peru). Production was higher than the June 2008 quarter due to increased mill throughput.

## Zinc -

Edgar Filing: BHP BILLITON LTD - Form 6-K/A

Production was higher than the September 2007 quarter mainly due to improved grade at Antamina.

Silver -

Production decreased versus the September 2007 quarter due to lower grades at Cannington and Antamina. Lower production at Escondida was in line with lower concentrate production. This was partially offset by improved mining performance at Olympic Dam.

Production increased versus the June 2008 quarter primarily due to increased mill throughput at Cannington and improved mining performance at Olympic Dam.

Uranium -

Production increased versus all comparative quarters due to an improvement in uranium recovery at Olympic Dam. Olympic Dam also achieved a record for ore hoisted and material mined.

	SEPT	SEPT Q08	SEPT Q08
		vs	vs
DIAMONDS & SPECIALTY PRODUCTS	QTR	SEPT Q07	JUNE Q08
Diamonds ('000 carats)	773	-24%	-11%

Diamonds -

Production decreased compared to the June 2008 and September 2007 quarters mainly due to lower grades and a change in ore source. As Ekati (Canada) transitions from open pit mining to underground mining the mix of ore processed will change from time to time. During the quarter Ekati processed a higher proportion of higher value carats from Koala underground as production continues to ramp up.

	SEPT	SEPT Q08	SEPT Q08
	2008	vs	vs
STAINLESS STEEL MATERIALS	QTR	SEPT Q07	JUNE Q08
Nickel ('000 tonnes)	26.8	-31%	-37%

Nickel -

In line with expectations, production for the quarter was affected by a major furnace rebuild at the Kalgoorlie Nickel Smelter. The Kwinana Nickel Refinery (Australia) was shut down for the same duration for maintenance activities. The furnace rebuild was successfully completed ahead of schedule. Production at the smelter is now back at full capacity and the refinery is expected to be at full capacity by the end of October 2008. In addition, Yabulu (Australia) was impacted by planned maintenance. This was partially offset by the continued ramp up of Ravensthorpe and the Yabulu Extension Project (both Australia).

	SEPT	SEPT Q08	SEPT Q08

Edgar Filing: BHP BILLITON LTD - Form 6-K/A

	2008	vs	vs
IRON ORE	QTR	SEPT Q07	JUNE Q08
Iron ore ('000 tonnes) (a)	29,824	15%	0%

Iron Ore -

Record shipments were achieved for the quarter ended September 2008. Production was 15 per cent higher than the September 2007 quarter due to the successful execution of a series of growth projects in Western Australia.

In addition, Samarco (Brazil) set a quarterly production record as the operations benefited from the successful ramp up of the third pellet plant.

Production at Western Australian Iron Ore for the September 2008 quarter was impacted by the temporary suspension of operations following safety incidents.

	SEPT	SEPT Q08	SEPT Q08
	2008	vs	vs
MANGANESE	QTR	SEPT Q07	JUNE Q08
Manganese Ore ('000 tonnes)	1,830	27%	-1%
Manganese Alloy ('000 tonnes)	203	10%	7%

Manganese Ore -

Production was higher than the September 2007 quarter due to improved mine performance at GEMCO (Australia) and Hotazel (South Africa) and increased availability of rail and port capacity in South Africa.

Production for the quarter was in line with the June 2008 quarter. The South African operations achieved a fourth consecutive quarterly record. GEMCO production was impacted by maintenance and tie-in activities for its expansion project.

Manganese Alloy -

Production for the quarter was higher than both comparative quarters despite the impact of the mandatory 10 per cent reduction in power consumption and load shedding in South Africa.

	SEPT	SEPT Q08	SEPT Q08
	2008	vs	vs
METALLURGICAL COAL	QTR	SEPT Q07	JUNE Q08

Metallurgical Coal ('000 tonnes)	9,210	-4%	1%
----------------------------------	-------	-----	----

## Metallurgical Coal -

Production continued to recover strongly from the wet weather events earlier in the year with record production for the quarter achieved at Saraji. Mines are now operating at full capacity whilst continuing to manage water and mud removal. Queensland Coal (Australia) had record shipments for the quarter.

Illawarra Coal's (Australia) production decreased for the quarter mainly due to extended longwall change outs.

	SEPT	SEPT Q08	SEPT Q08
	2008	vs	vs
ENERGY COAL	QTR	SEPT Q07	JUNE Q08
Energy Coal ('000 tonnes) (b)	18,796	-4%	-12%

## Energy Coal -

Quarterly production records were achieved at Cerrejon Coal and Hunter Valley Coal. Production at New Mexico Coal (USA) was higher than the September 2007 quarter due to increased operational efficiencies at Navajo (USA). Moreover, the comparative quarter was impacted by poor geological conditions at San Juan (USA). Production was in line with the quarter ended June 2008.

(a) Including Goldsworthy operations classified as continuing operations as at 1 July 2008. Reclassification is consistent with the long term mine production strategy.

(b) Excluding Optimum operation which was sold effective 1 July 2007

Throughout this report, unless otherwise stated, production volumes refer to BHP Billiton share and exclude suspended and sold operations.

This report together with the Exploration and Development Report represent the Interim Management Statement for the purposes of the UK Listing Authority's Disclosure and Transparency Rules. There have been no significant changes in the financial position of the Group in the quarter ended 30 September 2008.

BHP BILLITON PRODUCTION SUMMARY - CONTINUING OPERATIONS									
			QUARTER ENDED			QUARTER ENDED		% Change	
								SEPT Q08	SEPT

## Edgar Filing: BHP BILLITON LTD - Form 6-K/A

			SEPT	JUNE	SEPT	SEPT	SEPT	vs	Q08
			2007	2008	2008	2008	2007	SEPT Q07	vs
								JUNE	Q08
<b>PETROLEUM</b>									
Crude oil & condensate	('000 bbl)		11,299	17,588	16,182	16,182	11,299	43%	-8%
Natural gas	(bcf)		95.68	95.37	95.28	95.28	95.68	0%	0%
Natural gas liquid	('000 bbl)		3,095	2,743	2,740	2,740	3,095	-11%	0%
Total Petroleum Products	(million boe)		30.34	36.23	34.80	34.80	30.34	15%	-4%
<b>ALUMINIUM</b>									
Alumina	('000 tonnes)		1,153	1,149	1,098	1,098	1,153	-5%	-4%
Aluminium	('000 tonnes)		337	305	309	309	337	-8%	1%
<b>BASE METALS</b>									
Copper	('000 tonnes)		307.8	390.7	308.9	308.9	307.8	0%	-21%
Lead	(tonnes)		61,521	53,176	58,252	58,252	61,521	-5%	10%
Zinc	(tonnes)		37,259	43,454	41,761	41,761	37,259	12%	-4%
Gold	(ounces)		40,313	38,424	41,751	41,751	40,313	4%	9%
Silver	('000 ounces)		11,124	9,236	10,300	10,300	11,124	-7%	12%
Uranium oxide concentrate	(tonnes)		933	1,027	1,110	1,110	933	19%	8%
Molybdenum	(tonnes)		693	590	608	608	693	-12%	3%
<b>DIAMONDS AND SPECIALTY PRODUCTS</b>									
Diamonds	('000 carats)		1,022	864	773	773	1,022	-24%	-11%
<b>STAINLESS STEEL MATERIALS</b>									
Nickel	('000 tonnes)		38.6	42.6	26.8	26.8	38.6	-31%	-37%
<b>IRON ORE</b>									
Iron ore (a)	('000 tonnes)		26,001	29,924	29,824	29,824	26,001	15%	0%



## Edgar Filing: BHP BILLITON LTD - Form 6-K/A

MANGANESE										
Manganese ore	('000 tonnes)	1,445	1,851	1,830	1,830	1,445	27%	-1%		
Manganese alloy	('000 tonnes)	184	190	203	203	184	10%	7%		
METALLURGICAL COAL										
Metallurgical coal	('000 tonnes)	9,572	9,132	9,210	9,210	9,572	-4%	1%		
ENERGY COAL										
Energy coal (b)	('000 tonnes)	19,623	21,353	18,796	18,796	19,623	-4%	-12%		
(a)	Including Goldsworthy operations classified as continuing operations as at 1 July 2008. Reclassification is consistent with the long term mine production strategy.									
(b)	Excluding Optimum which was disposed effective 1 July 2007.									
Throughout this report figures in italics indicate that this figure has been adjusted since it was previously reported.										
BHP BILLITON ATTRIBUTABLE PRODUCTION										
			QUARTER ENDED					QUARTER ENDED		
		BHP Billiton	SEPT	DEC	MAR	JUNE	SEPT	SEPT	SEPT	
		Interest	2007	2007	2008	2008	2008	2008	2007	
PETROLEUM										
Production										
	Crude oil & condensate	('000 bbl)	11,299	12,317	16,240	17,588	16,182	16,182	11,299	
	Natural gas	(bcf)	95.68	91.21	85.76	95.37	95.28	95.28	95.68	
	NGL (a)	('000 bbl)	3,095	2,685	2,201	2,743	2,740	2,740	3,095	
	Total Petroleum Products	(million boe)	30.34	30.20	32.73	36.23	34.80	34.80	30.34	
ALUMINIUM										
ALUMINA										
Production ('000 tonnes)										
	Worsley	86%	784	771	712	768	733	733	784	

Edgar Filing: BHP BILLITON LTD - Form 6-K/A

	Suriname	45%	244	252	247	240	241	241	244
	Alumar	36%	125	134	136	141	124	124	125
	Total		1,153	1,157	1,095	1,149	1,098	1,098	1,153
<b>ALUMINIUM</b>									
Production ('000 tonnes)									
	Hillside	100%	178	180	167	170	175	175	178
	Bayside	100%	48	47	44	29	25	25	48
	Alumar	40%	44	44	45	45	45	45	44
	Mozal	47%	67	67	62	61	64	64	67
	Total		337	338	318	305	309	309	337
<b>BASE METALS (b)</b>									
<b>COPPER</b>									
Payable metal in concentrate ('000 tonnes)									
	Escondida	57.5%	167.0	177.3	157.0	178.2	116.8	116.8	167.0
	Antamina	33.8%	27.5	29.3	24.1	30.8	28.4	28.4	27.5
	Pinto Valley (d)	100%	-	5.2	9.6	12.0	14.2	14.2	-
	Total		194.5	211.8	190.7	221.0	159.4	159.4	194.5
Cathode ('000 tonnes)									
	Escondida	57.5%	30.9	30.3	30.1	40.3	35.6	35.6	30.9
	Cerro Colorado	100%	23.1	27.3	28.7	27.3	21.8	21.8	23.1
	Spence (c)	100%	23.9	34.2	41.6	43.0	35.7	35.7	23.9
	Pinto Valley (d)	100%	1.8	1.7	1.8	1.6	1.6	1.6	1.8
	Olympic Dam	100%	33.6	42.8	36.0	57.5	54.8	54.8	33.6
	Total		113.3	136.3	138.2	169.7	149.5	149.5	113.3
<b>LEAD</b>									
Payable metal in concentrate (tonnes)									
	Cannington	100%	61,073	70,369	67,505	52,601	57,768	57,768	61,073
	Antamina	33.8%	448	175	380	575	484	484	448
	Total		61,521	70,544	67,885	53,176	58,252	58,252	61,521
<b>ZINC</b>									
Payable metal in concentrate (tonnes)									
	Cannington	100%	14,503	15,487	13,735	17,244	14,449	14,449	14,503
	Antamina	33.8%	22,756	12,320	22,235	26,210	27,312	27,312	22,756
	Total		37,259	27,807	35,970	43,454	41,761	41,761	37,259

Edgar Filing: BHP BILLITON LTD - Form 6-K/A

	Refer footnotes on page 4.								
BASE METALS (continued)									
GOLD									
Payable metal in concentrate (ounces)									
	Escondida	57.5%	23,194	21,376	17,660	17,501	14,391	14,391	23,194
	Olympic Dam (refined gold)	100%	17,119	24,338	18,555	20,505	27,360	27,360	17,119
	Pinto Valley (d)	100%	-	-	1,300	418	-	-	-
	Total		40,313	45,714	37,515	38,424	41,751	41,751	40,313
SILVER									
Payable metal in concentrate ('000 ounces)									
	Escondida	57.5%	1,116	877	790	821	668	668	1,116
	Antamina	33.8%	1,056	652	803	994	932	932	