



Kevin Keenan
Company Secretary

Phone: 61 3 8688 3978

Fax: 61 3 9614 5298

6 July 2009

Australian Securities Exchange
Company Announcements Office
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

Substantial Security Holder Notice

Please find attached a notice of ceasing to be a Substantial Security Holder for Macquarie Airports Limited.

Yours sincerely

A handwritten signature in black ink, appearing to be 'K. Keenan', with a long horizontal stroke extending to the right.

Kevin Keenan
Company Secretary

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Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme MACQUARIE AIRPORTS LIMITED

ACN/ARSN 099 813 180

1. Details of substantial holder (1)

Name AXA SA ("AXA"), AXA Asia Pacific Holdings Limited ("AXA APH") and various bodies corporate controlled by AXA and AXA APH listed in Schedule 1 (together, "the AXA Group") and certain other entities associated with AXA and AXA APH listed in Schedule 1.)

ACN/ARSN (if applicable) 069 123 011

The holder ceased to be a substantial holder on 26/06/2009

The previous notice was given to the company on 25/04/2008

The previous notice was dated 25/04/2008

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to changes (5)	Class (6) and number of securities affected (ordinary shares unless stated otherwise)	Person's votes affected
See column 2 of Schedule 2.	Each person whose relevant interest has changed is listed in Schedule 1.	The change in the relevant interest occurred as a result of various transactions effected on the Australian Stock Exchange (see Schedule 2 for details, in particular column 3).	See column 4 of Schedule 2.	See column 5 of Schedule 2.	[See previous column.]

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
[Not applicable.]	[Not applicable.]

4. Addresses

The addresses of persons named in this form are as follows:

Name	Address
See Parts A and B of Schedule 1 (column 1).	See Parts A and B of Schedule 1 (column 2).

Signature

Print name: Kevin Keenan Capacity: Company Secretary, AXA Asia Pacific Holdings Limited

Sign here:



Date: 6 July 2009

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

SCHEDULE 1 - HOLDERS OF A RELEVANT INTEREST AND ASSOCIATES

Note: All information provided in this schedule is based on the information available to AXA APH at the time of filing this notice.

PART A - PERSONS WITH A RELEVANT INTEREST

Name	Address
<i>Part A(i) - Responsible entities / trustees / managers of funds / delegates of managers [s 608(1)(b) and (c)]</i>	
Various AXA Group entities which are responsible entities, trustees, managers of funds and delegates of managers, including those set out below	Not applicable
National Mutual Funds Management Limited	750 Collins Street. Docklands, Victoria 3008
AXA Investment Managers UK Ltd	7,Newgate Street, London EC1A 7NX, England
ipac Securities Limited	750 Collins Street. Docklands, Victoria 3008
ipac Asset Management Limited	750 Collins Street. Docklands, Victoria 3008
AllianceBernstein L.P.	1345 Avenue of the Americas, NYC 10105
AXA Rosenberg Investment Management LLC	4 Orinda Way Building E Orinda, California 94563
Various custodians on behalf of various international entities ultimately controlled by AXA (details not available at time of filing)	Various
<i>Part A(ii) - Persons with voting power greater than 20% in persons listed in Parts A(i) and (ii)</i>	
Various AXA Group entities, including, as ultimate holding companies, those set out below	Not applicable
AXA SA	25 Avenue Matignon 75008 Paris France
AXA Asia Pacific Holdings Limited	750 Collins Street. Docklands, Victoria 3008
<i>Part A(iii) - Other relevant interests</i>	
[Not applicable]	

PART B - ASSOCIATES OF PERSONS WITH A RELEVANT INTEREST

Name	Address
<i>Part (B)(i) - AXA Group Companies [associates by virtue of s 12(2)(a) of CA]</i>	
AXA SA	25 Avenue Matignon 75008 Paris France
National Mutual Funds Management (Global) Limited	750 Collins Street, Docklands, Victoria 3008
AXA Asia Pacific Holdings Limited	750 Collins Street, Docklands, Victoria 3008
The National Mutual Life Association of Australasia Limited	750 Collins Street, Docklands, Victoria 3008
ipac Asset Management Ltd	750 Collins Street, Docklands, Victoria 3008

Name	Address
ipac Portfolio Management Ltd	750 Collins Street, Docklands, Victoria 3008
ipac Group Services Pty Ltd	750 Collins Street, Docklands, Victoria 3008
Lidomain Pty Ltd	750 Collins Street, Docklands, Victoria 3008
Walker Lawrence & Associates Pty Ltd	750 Collins Street, Docklands, Victoria 3008
Strategic Planning Partners Pty Ltd	750 Collins Street, Docklands, Victoria 3008
PPS Lifestyle Solutions Pty Ltd	750 Collins Street, Docklands, Victoria 3008
Clientcare Australia (Investments) Pty Ltd	750 Collins Street, Docklands, Victoria 3008
TM Securities Pty Ltd	750 Collins Street, Docklands, Victoria 3008
Monere Financial Planning Limited	750 Collins Street, Docklands, Victoria 3008
SG (Aust) Holdings Ltd	750 Collins Street, Docklands, Victoria 3008
Alliance Capital Management Corporation of Delaware	1345 Avenue of the Americas, NYC 10105
AXA Equitable Life Insurance Company	1290 Avenue of the Americas, NYC 10105
AXA Financial, Inc.	1290 Avenue of the Americas, NYC 10105
NMMT Limited	750 Collins Street, Docklands, Victoria 3008
National Mutual Funds Management NZ Limited	Level 6, 80 The Terrace, Wellington
A.C.M.C. Inc	1345 Avenue of the America, NYC 10105
Spicers Portfolio Management Ltd	Level 6, 80 The Terrace, Wellington
Assure New Zealand Ltd	Level 6, 80 The Terrace, Wellington
Arcus Investment Management Ltd	Level 6, 80 The Terrace, Wellington
Client Portfolio Administration Ltd	Level 6, 80 The Terrace, Wellington
Sterling Portfolio Management Ltd	Level 6, 80 The Terrace, Wellington
Client Reserve Ltd	Level 6, 80 The Terrace, Wellington
Mortgage Backed Bonds Limited	Level 6, 80 The Terrace, Wellington
AXA Rosenberg Investment Management LLC	4 Orinda Way Building E Orinda, California 94563
In addition to the entities referred to above, each other entity in AXA's global corporate group which is ultimately controlled by AXA is an associate of a person whose relevant interest changed.	
Part B(ii) - Other associates	
Not applicable	

SCHEDULE 2 - CHANGES IN RELEVANT INTERESTS

Holder of Relevant Interest	Date of Transaction	Transaction Type	Consideration	# Shares
HSBC Custody Nominees Ltd Australia as Custodian for ipac Securities Limited	open			4,441,929.00
	14-May-08	SELL	240,930.28	75,208.00
	15-May-08	SELL	1,306,685.44	406,396.00
	28-May-08	BUY	1,070,513.77	353,500.00
	23-Jun-08	BUY	1,064,580.94	485,500.00
	27-Jun-08	BUY	613,106.94	297,900.00
	03-Jul-08	BUY	219,433.78	98,716.00
	04-Jul-08	BUY	80,697.14	36,600.00
	07-Jul-08	BUY	74,864.34	33,200.00
	08-Jul-08	BUY	170,618.94	74,000.00
	09-Jul-08	BUY	135,126.17	55,800.00
	10-Jul-08	BUY	29,031.73	12,000.00
	11-Jul-08	BUY	20,844.41	8,500.00
	14-Jul-08	BUY	113,083.88	43,492.00
	15-Jul-08	SELL	343,245.02	133,314.00
	16-Jul-08	SELL	928,860.31	360,093.00
	21-Jul-08	BUY	528,101.90	209,200.00
	01-Aug-08	SELL	114,947.59	41,912.00
	04-Aug-08	SELL	424,181.77	152,393.00
	06-Aug-08	SELL	913,998.30	300,800.00
	11-Aug-08	SELL	163,646.82	54,400.00
	19-Aug-08	BUY	331,216.59	113,917.00
	05-Sep-08	SELL	168,174.86	54,400.00
	08-Sep-08	SELL	139,079.96	44,700.00
	09-Sep-08	SELL	465,722.86	148,900.00
	12-Sep-08	SELL	36,760.52	12,100.00
	15-Sep-08	SELL	78,810.59	27,200.00
	13-Nov-08	BUY	50,073.09	27,100.00
	14-Nov-08	BUY	31,831.00	16,700.00
	19-Nov-08	BUY	252,191.07	127,300.00
	20-Nov-08	BUY	187,448.36	94,400.00
	18-Dec-08	BUY	116,376.58	53,480.00
	19-Dec-08	BUY	189,546.64	83,961.00
	22-Dec-08	BUY	171,968.51	75,771.00
	23-Dec-08	BUY	75,494.56	35,996.00
	24-Dec-08	BUY	65,332.37	30,141.00
	29-Dec-08	BUY	141,650.07	63,593.00
	31-Dec-08	BUY	45,058.53	19,143.00
	02-Jan-09	BUY	77,319.91	33,062.00
	05-Jan-09	BUY	136,017.51	58,206.00
	06-Jan-09	BUY	168,974.69	70,516.00
	07-Jan-09	BUY	186,710.28	77,567.00
	08-Jan-09	BUY	118,187.82	49,361.00
	02-Mar-09	BUY	190,363.96	132,300.00
	05-Mar-09	BUY	120,996.13	79,641.00
	06-Mar-09	BUY	422,424.36	292,723.00
	09-Mar-09	BUY	77,666.58	51,484.00
	10-Mar-09	BUY	145,846.90	96,879.00
	11-Mar-09	BUY	464,774.92	286,761.00
	22-Apr-09	SELL	271,666.44	155,096.00
	23-Apr-09	SELL	536,795.79	303,743.00
24-Apr-09	SELL	206,244.61	117,847.00	
27-Apr-09	SELL	151,285.04	87,360.00	
28-Apr-09	SELL	326,743.86	186,063.00	
27-May-09	SELL	330,186.14	146,415.00	
28-May-09	SELL	133,738.27	62,000.00	
03-Jun-09	SELL	228,287.21	96,700.00	
04-Jun-09	SELL	217,816.08	97,300.00	
05-Jun-09	SELL	416,070.29	179,000.00	
17-Jun-09	SELL	456,577.37	205,700.00	
18-Jun-09	SELL	344,403.20	152,777.00	
19-Jun-09	SELL	261,466.37	112,400.00	
22-Jun-09	SELL	332,702.80	144,400.00	
23-Jun-09	SELL	124,943.85	54,500.00	
24-Jun-09	SELL	50,228.34	23,800.00	
25-Jun-09	SELL	81,222.86	37,223.00	
				4,146,199.00

HSBC Custody Nominees Ltd Australia as custodian for National Mutual Funds Management Limited	open			23,571,973.00
14-May-08	SELL	1,127,984.79	-	352,108.00
15-May-08	SELL	6,117,640.58	-	1,902,665.00
27-May-08	SELL	1,931,600.29	-	625,090.00
28-May-08	BUY	1,474,492.66	-	486,900.00
20-Jun-08	BUY	1,693,663.65	-	751,900.00
23-Jun-08	BUY	115,557.93	-	52,700.00
01-Jul-08	BUY	1,966,032.31	-	946,800.00
01-Jul-08	SELL	452,823.21	-	223,180.00
02-Jul-08	SELL	32,336.32	-	15,790.00
03-Jul-08	BUY	604,365.39	-	271,884.00
04-Jul-08	BUY	776,441.02	-	352,153.00
07-Jul-08	BUY	767,684.20	-	340,444.00
08-Jul-08	BUY	1,721,611.94	-	746,689.00
09-Jul-08	BUY	1,362,137.13	-	562,491.00
10-Jul-08	BUY	306,187.98	-	126,560.00
11-Jul-08	BUY	234,889.50	-	95,784.00
14-Jul-08	BUY	1,684,674.77	-	647,925.00
15-Jul-08	BUY	1,038,956.33	-	400,400.00
15-Jul-08	SELL	1,227,269.48	-	476,663.00
16-Jul-08	SELL	3,321,115.50	-	1,287,503.00
18-Jul-08	BUY	3,254,943.95	-	1,327,800.00
01-Aug-08	SELL	542,882.71	-	197,945.00
04-Aug-08	SELL	2,003,362.79	-	719,735.00
11-Aug-08	SELL	1,146,129.32	-	381,000.00
19-Aug-08	BUY	1,503,430.46	-	517,087.00
05-Sep-08	SELL	1,152,801.52	-	372,900.00
08-Sep-08	SELL	954,766.82	-	306,860.00
09-Sep-08	SELL	3,146,587.85	-	1,006,002.00
11-Sep-08	SELL	602,617.42	-	202,270.00
12-Sep-08	SELL	284,362.33	-	93,600.00
15-Sep-08	SELL	537,392.59	-	185,471.00
17-Oct-08	SELL	1,904,806.33	-	814,300.00
13-Nov-08	BUY	264,408.11	-	143,100.00
14-Nov-08	BUY	144,548.94	-	75,837.00
17-Nov-08	BUY	138,407.15	-	74,200.00
19-Nov-08	BUY	945,193.53	-	477,111.00
20-Nov-08	BUY	517,468.69	-	260,600.00
18-Dec-08	BUY	583,499.78	-	268,143.00
19-Dec-08	BUY	952,045.11	-	421,715.00
22-Dec-08	BUY	863,764.40	-	380,583.00
23-Dec-08	BUY	379,188.38	-	180,798.00
24-Dec-08	BUY	318,600.71	-	146,986.00
29-Dec-08	BUY	747,433.10	-	335,778.00
30-Dec-08	BUY	50,469.99	-	22,812.00
31-Dec-08	BUY	224,440.58	-	95,353.00
02-Jan-09	BUY	385,144.92	-	164,688.00
05-Jan-09	BUY	677,524.06	-	289,933.00
06-Jan-09	BUY	841,679.21	-	351,247.00
07-Jan-09	BUY	927,923.66	-	385,497.00
08-Jan-09	BUY	646,891.50	-	270,103.00
15-Jan-09	SELL	3,101,690.14	-	1,357,100.00
20-Jan-09	SELL	1,074,367.16	-	496,200.00
28-Jan-09	SELL	162,778.63	-	71,300.00
26-Feb-09	BUY	23,349.11	-	15,100.00
27-Feb-09	BUY	224,992.08	-	146,147.00
02-Mar-09	BUY	621,816.76	-	432,153.00
05-Mar-09	BUY	535,121.73	-	352,266.00
06-Mar-09	BUY	2,047,543.74	-	1,418,865.00
09-Mar-09	BUY	337,578.99	-	223,776.00
10-Mar-09	BUY	720,826.54	-	478,810.00
11-Mar-09	BUY	655,184.98	-	405,744.00
22-Apr-09	SELL	1,309,066.68	-	747,354.00
23-Apr-09	SELL	2,586,639.50	-	1,463,636.00
24-Apr-09	SELL	989,381.58	-	565,327.00
27-Apr-09	SELL	730,390.18	-	421,766.00
28-Apr-09	SELL	1,577,505.04	-	898,304.00
29-Apr-09	SELL	118,586.68	-	67,590.00

	13-May-09	SELL	855,540.35	-	464,600.00
	20-May-09	BUY	31,795.51	-	16,340.00
	27-May-09	SELL	2,032,524.96	-	901,286.00
	28-May-09	SELL	823,253.99	-	381,654.00
	03-Jun-09	SELL	1,626,575.84	-	689,000.00
	04-Jun-09	SELL	1,805,545.32	-	806,550.00
	05-Jun-09	SELL	2,842,875.81	-	1,223,050.00
	15-Jun-09	SELL	1,732,092.04	-	739,800.00
	17-Jun-09	SELL	1,604,369.40	-	722,800.00
	18-Jun-09	SELL	2,439,688.54	-	1,083,826.00
	19-Jun-09	SELL	926,298.10	-	398,200.00
	22-Jun-09	SELL	914,241.47	-	396,800.00
	23-Jun-09	SELL	514,906.23	-	224,600.00
	24-Jun-09	SELL	186,754.47	-	88,491.00
	25-Jun-09	SELL	577,393.00	-	264,609.00
					15,396,250.00
Merril Lynch Custodian Nominees as custodian for ipac Securities Limited	Open				196,300.00
	30-Jul-08	SELL	20,615.33	-	7,300.00
	29-Aug-08	BUY	15,975.51	-	5,000.00
	09-Oct-08	SELL	19,271.89	-	7,600.00
	21-Oct-08	SELL	18,417.76	-	7,400.00
	31-Oct-08	SELL	314,109.20	-	146,780.00
	17-Dec-08	SELL	68,950.80	-	32,220.00
					-
Various Nominees (details not available at time of filing)	open				95,429,104.00
	25 - 30 Apr 08				288,846.00
	May 08				10,239,075.00
	Jun 08				12,144,118.18
	Jul 08				1,089,770.00
	Aug 08				3,200,206.18
	Sep 08				2,789,455.00
	Oct 08				1,374,131.00
	Nov 08				1,815,593.00
	Dec 08				626,687.00
	Jan 09				5,396,713.00
	Feb 09				2,984,455.00
	Mar 09				7,753,612.00
	Apr 09				4,859,746.00
	May 09				5,832,012.00
	01 - 26 Jun 09				20,425,184.00
					64,005,057.00
Total					83,547,506.00