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NATIONAL AUSTRALIA BANK LTD

Form S-8

February 03, 2005

As filed with the Securities and Exchange Commission on February 3, 2005

Registration Statement No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM S-8

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

NATIONAL AUSTRALIA BANK LIMITED

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A.B.N. 12 004 044 937

(Exact Name of Registrant as specified in its Charter)

Victoria, Australia
(State or Other Jurisdiction of
Incorporation or Organization)

13-2901144
(I.R.S. Employer
Identification No.)

NAB House
500 Bourke Street
Melbourne, Victoria 3000
Commonwealth of Australia
(61-3) 8641-3500
(Address of Principal Executive Offices)

NATIONAL AUSTRALIA BANK STAFF SHARE OWNERSHIP PLAN
NATIONAL AUSTRALIA BANK EXECUTIVE OPTION PLAN
NATIONAL AUSTRALIA BANK EXECUTIVE SHARE OPTION PLAN NO. 2
NATIONAL AUSTRALIA BANK PERFORMANCE RIGHTS PLAN
(Full Title of the Plans)

Bruce T. Richards
National Australia Bank Limited
34th Floor, 200 Park Avenue
New York, New York 10166
(212) 916-9505
(Name, address and telephone number of agent for service)

CALCULATION OF REGISTRATION FEE

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Title of Securities To Be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share or Option(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)
Ordinary Shares	2,500,000(4)	US\$22.78	US\$56,950,000	US\$6,702.73

(1) Pursuant to General Instruction E to Form S-8, 300 Ordinary Shares are being carried forward from registration statement No. 333-103443 initially filed on February 26, 2003 by National Australia Bank Limited.

(2) Estimated solely for purposes of calculating the registration fee, in accordance with Rule 457(h) under the Securities Act of 1933.

(3) Pursuant to Rule 457(p) under the Securities Act of 1933, \$0.29 in filing fees associated with Ordinary Shares that are being carried forward from Registration Statement No. 333-103443 has been offset against the total filing fee of \$6,703.02 due in respect of the Ordinary Shares registered on this Registration Statement.

(4) This registration statement relates to 100,000 Ordinary Shares that may be delivered pursuant to the terms of the National Australia Bank Staff Share Ownership Plan, 1,920,000 shares that may be delivered pursuant to the terms of the National Australia Bank Executive Share Option Plan No. 2 and 480,000 shares that may be delivered pursuant to the terms of the National Australia Bank Performance Rights Plan. This registration statement does not relate to any Ordinary Shares that may be delivered under the National Australia Bank Executive Option Plan, which is referenced herein solely for the purposes of General Instructions E to Form S-8.

INCORPORATION OF INFORMATION

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Pursuant to General Instruction E to Form S-8, all the contents of Registration Statement No. 333-103443 are hereby incorporated by reference into this Registration Statement. In addition, certain plans that were previously filed as exhibits to Registration Statement No. 333-103443 are being filed as exhibits hereto to reflect amendments made to the plans following their initial filing.

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 the 2nd day of February, 2005.

NATIONAL AUSTRALIA BANK LIMITED

By: */s/ GARRY F. NOLAN*
Name: Garry F. Nolan
Title: Company Secretary

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 capacity indicated on the relevant dates set out below.

Name	Title
* Graham Kraehe	Chairman
* John Stewart	Director, Managing Director and Chief Executive Officer (Principal Executive Officer)
* Geoffrey Tomlinson	Director

*		
Peter Duncan		Director
*		
John Thorn		Director
*		
Malcolm Williamson		Director
*		
Robert Elstone		Director
*		
Paul Rizzo		Director
*		
Daniel Gilbert		Director
*		
Jillian Segal		Director
*		
Michael Chaney		Director
*		
Ahmed Fahour		Director

*
Michael Ullmer

Director and
Group Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)

/s/ BRUCE RICHARDS
Bruce Richards

Authorized Representative
in the United States

*By: /s/ CRAIG SEMPLE
Name: Craig Semple
Title: Attorney

EXHIBIT INDEX

Number Description

- 4.1 National Australia Bank Staff Share Ownership Plan* (and associated Loan Scheme Rules, which were previously filed on Form S-8 (Registration No. 333-11896)).
- 4.2 National Australia Bank Executive Option Plan (previously filed on Form S-8 (Registration No. 333-11896)).
- 4.3 National Australia Bank Executive Share Option Plan No. 2.*
- 4.4 National Australia Bank Performance Rights Plan.*
5. Opinion of Craig Semple, General Counsel, Corporate Advisory and Capital Markets, as to the validity of the Shares.*
- 23.1 Consent of KPMG, with respect to National Australia Bank Limited and its subsidiary companies.*
- 23.2 Consent of Craig Semple (included in Exhibit 5).*
24. Power of Attorney*

* Filed herewith.