



Woodside Petroleum Ltd.
ACN 004 898 962
Woodside Plaza
240 St Georges Terrace
Perth WA 6000
Australia
www.woodside.com.au

ASX Announcement

Friday, 20 March 2009

NOTICE OF 2009 ANNUAL GENERAL MEETING

Woodside's 2009 Annual General Meeting will be held on Friday, 1 May 2009 in the Riverside Theatre, Level 2, Perth Convention Exhibition Centre, 21 Mounts Bay Road, Perth, Western Australia at 10am.

The Notice of Meeting, Explanatory Memorandum, Voting Form and Shareholder Letter for the 2009 Annual General Meeting have been mailed today to shareholders. Copies of these documents follow this announcement and are available on Woodside's website at www.woodside.com.au/Investors+and+Media/Annual+Meetings/

The 2008 Annual Report and 2008 Shareholder Review have also been mailed today to shareholders who have elected to receive printed copies of these documents. A copy of the 2008 Shareholder Review will follow this announcement. The 2008 Annual Report was lodged with ASX on Wednesday, 18 February 2009. Both documents are also available on Woodside's website at www.woodside.com.au/Investors+and+Media/Annual+Reports/

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MR SAMPLE
SAMPLE STREET
SAMPLE STREET
SAMPLE STREET
SAMPLE STREET

SRN/HIN SAMPLE



Shareholder Letter and Voting Form

2009 Annual General Meeting

Dear Shareholder

I am pleased to invite you to the 2009 Annual General Meeting of Woodside Petroleum Ltd to be held on Friday, 1 May 2009 at 10am (WST) in the Riverside Theatre, Level 2, Perth Convention Exhibition Centre, 21 Mounts Bay Road, Perth, Western Australia. Registration commences at 9.30am (WST).

If you will be attending the Annual General Meeting, please bring this letter with you. Prompt registration will be facilitated using the bar code appearing at the top of this letter.

If you are unable to attend the Annual General Meeting but wish to vote on resolutions to be considered at the meeting, you may vote your shares directly or appoint a proxy to act on your behalf. You may register your voting instructions electronically at Woodside's share registry's website www.investorvote.com.au. Alternatively you may complete and return the Voting Form attached to this letter. The Voting Form must be received, or voting or proxy instructions provided electronically, by no later than 10am (WST) on Wednesday, 29 April 2009.

As in previous years, the Annual General Meeting will be webcast live on the internet at www.woodside.com.au/Investors+and+Media/Webcast.htm. An archive version of the webcast will also be made available for later viewing.

Shareholders who have not elected to receive a printed copy of the Company's 2008 Annual Report may obtain a copy from the Company's website at www.woodside.com.au/Investors+and+Media/Annual+Reports/.

The Company's 2008 Sustainable Development Report is also available from the Company's website at www.woodside.com.au/Sustainable+Development/.

Your directors and the management of Woodside look forward to seeing you at the Annual General Meeting. Should you require any further information, please call our office on +61 8 9348 4000.

Yours sincerely
WOODSIDE PETROLEUM LTD

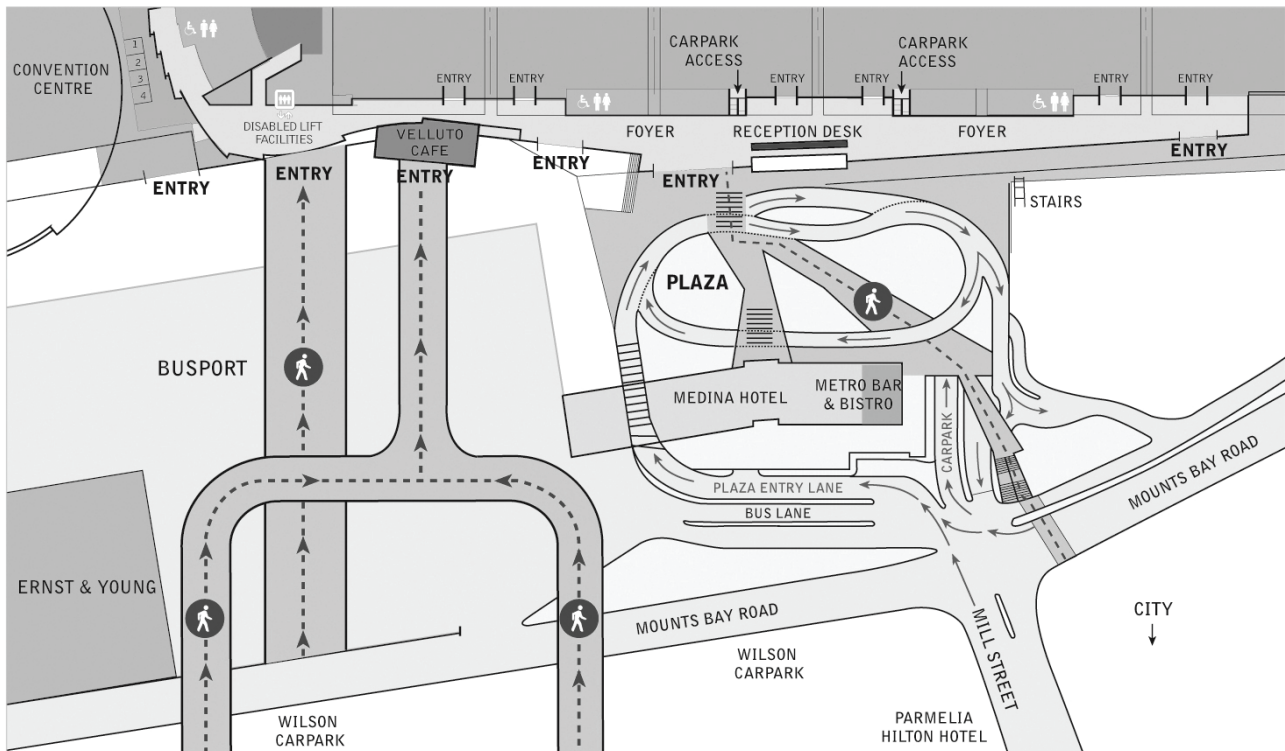


Frances Kernot
Company Secretary
18 March 2009

Please bring this letter with you to the Annual General Meeting

Location of the Perth Convention Exhibition Centre (PCEC)

PCEC - Access Enlargement



PUBLIC TRANSPORT AND PARKING INFORMATION

Parking

The PCEC carpark is popular and fills up early. Alternate parking is available at:

Wilson Carparking

- The Quadrant – entry via Mounts Bay Road
- Westralia Square – entry via Mounts Bay Road
- Central Park Carpark – entry via 152-158 St Georges Terrace

For more information on Wilson Carparking please call 9481 6244 or visit www.wilsonparking.com.au.

City of Perth Parking

- His Majesty's Carpark – entry via Murray Street

For more information on City of Perth carparks please call 9461 3333 or visit www.cityofperth.wa.gov.au.

Parking bays for the disabled are available in the PCEC carpark, with nearby ramp/lift access available. For further information on City of Perth's special facilities within the carpark please call 9464 2844 or email info.city@cityofperth.wa.gov.au.

Bus

Perth's central bus port is located adjacent to the PCEC. For bus timetables and further information, visit www.transperth.wa.gov.au.

Train

The Esplanade train station is located next to the PCEC. For train timetables and further information visit www.transperth.wa.gov.au.

Warning to shareholders – unsolicited share offers

Woodside shareholders should be alert to offers to purchase their shares at below market rates. Persons who legally acquire a copy of a public share register may write to shareholders offering to purchase their shares, usually at a rate below the current market value. Shareholders who receive these offers should carefully read the materials, consider obtaining their own financial advice and compare the offer to the current value of their shares on the open market. You can find the current value of Woodside shares from the Company's website (www.woodside.com.au) or from the Australian Securities Exchange (www.asx.com.au, code: WPL).

Notice of 2009 Annual General Meeting

Notice is given that the 2009 Annual General Meeting of shareholders of Woodside Petroleum Ltd (**Company**) will be held on Friday, 1 May 2009 at 10am (WST) in the Riverside Theatre, Level 2, Perth Convention Exhibition Centre, 21 Mounts Bay Road, Perth, Western Australia.

ORDINARY BUSINESS

1. Financial Statements and Reports

To receive and consider the Financial Report of the Company and the reports of the directors and auditor for the year ended 31 December 2008.

2. Election of directors

To consider and if thought fit to pass as separate ordinary resolutions:

- (a) Mr Michael Alfred Chaney is re-elected as a director.
- (b) Mr Erich Fraunschiel is re-elected as a director.
- (c) Dr Pierre Jean-Marie Henri Jungels is re-elected as a director.
- (d) Mr David Ian McEvoy is re-elected as a director.
- (e) Ms Melinda Ann Cilento is elected as a director.
- (f) Mr Ian Robertson is elected as a director.


3. Remuneration Report

To consider and if thought fit to pass as an ordinary resolution:

The Remuneration Report for the year ended 31 December 2008 is adopted.

Note – the vote on this resolution is advisory only and does not bind the directors or the Company.

By order of the Board



Frances Kernot
Company Secretary
18 March 2009

NOTES

The accompanying Explanatory Memorandum forms part of this Notice of Annual General Meeting and should be read in conjunction with it. Unless the context otherwise requires, terms which are defined in the Explanatory Memorandum have the same meanings when used in this Notice of Annual General Meeting.

Voting Entitlements

Pursuant to regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* the Board has determined that, for the purpose of voting at the meeting, shareholders are those persons who are the registered holders of Company shares at 5pm (WST) on Wednesday, 29 April 2009.

Proxies

All shareholders who are entitled to attend and vote at the meeting have the right to appoint a proxy to attend and vote for them. The proxy does not have to be a shareholder. Shareholders holding 2 or more shares can appoint either 1 or 2 proxies. If 2 proxies are appointed, the appointing shareholder can specify what proportion of their votes they want each proxy to exercise.

Direct Voting

A direct vote will enable shareholders to vote on resolutions considered at the meeting by lodging their votes with the Company prior to the meeting. Direct voting will enable shareholders to exercise their voting rights without needing to attend the meeting or appoint a proxy.

Please note that a shareholder who has cast a direct vote may attend the meeting, however, their attendance cancels the direct vote.

Lodgement

A Voting Form for appointment of a proxy or direct voting is enclosed with this notice. If you wish to appoint a proxy or direct vote, please complete the Voting Form in accordance with the instructions on the back of the Voting Form. Alternatively, you may register your voting or proxy instructions electronically at the Share Registry website www.investorvote.com.au. To be valid, Voting Forms or electronic voting instructions must be received by the Company's Share Registry, Computershare Investor Services Pty Limited, by 10am (WST) on Wednesday, 29 April 2009.

Bodies Corporate

A body corporate may appoint an individual as its representative to attend and vote at the meeting and exercise any other powers the body corporate can exercise at the meeting. The appointment may be a standing one. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Explanatory Memorandum

*This Explanatory Memorandum has been prepared for the shareholders of Woodside Petroleum Ltd (**Company**) to provide information about the items of business to be considered at the Annual General Meeting of shareholders to be held on Friday, 1 May 2009.*

Resolutions 2(a) to 2(f) and 3 are ordinary resolutions. Ordinary resolutions require a simple majority of votes cast by shareholders entitled to vote on the resolution.

This Explanatory Memorandum is an important document and should be read carefully by all shareholders.

ITEM 1 FINANCIAL STATEMENTS AND REPORTS

The *Corporations Act 2001 (Cth)* (**Corporations Act**) requires the Company to lay its Financial Report, Directors' Report and Auditor's Report for the last financial year before the Annual General Meeting.

No resolution is required for this item, but shareholders will be given the opportunity to ask questions and to make comments on the reports and the management and performance of the Company.

The Company's Auditor will also be present at the meeting and shareholders will be given the opportunity to ask the Auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company and the independence of the Auditor.

The Company's 2008 Annual Report is available on the Company's website at www.woodside.com.au/Investors+and+Media/Annual+Reports/.

ITEM 2 ELECTION OF DIRECTORS

Items 2(a) to 2(d) seek approval for the re-election of directors retiring by rotation under rule 75(a) of the Company's Constitution. This rule states that a director must retire from office at the third Annual General Meeting after the director was elected or most recently re-elected. The directors referred to in items 2(a) to 2(d) are eligible for election under rule 75(c) and offer themselves for re-election as directors of the Company.

Items 2(e) and 2(f) seek approval for the election of directors who were appointed to the Board since the last Annual General Meeting under rule 63 of the Company's Constitution. Any director appointed under this rule may hold office only until the next Annual General Meeting and is then eligible for election at that meeting. The directors referred to in items 2(e) and 2(f) are eligible for election under rules 63 and 75(c) and offer themselves for election as directors of the Company.

Item 2(a) Re-election of a director – Mr Michael Alfred Chaney, AO

Mr Chaney has been a non-executive director since 30 November 2005 and Chairman since 31 July 2007. He is the chair of the Nominations Committee and attends all other Board committee meetings. Mr Chaney's experience includes 22 years experience with Wesfarmers Limited (including holding the offices of managing director and chief executive officer from 1992 to 2005), three years with investment bank Australian Industry Development Corporation, and prior to that eight years as a petroleum geologist working on the North West Shelf and in USA and Indonesia. He was a non-executive director of BHP Billiton Limited (1995 to 2005) and BHP Billiton Plc (2001 to 2005). He is currently chair of National Australia Bank Ltd and Gresham Partners Holdings Limited, a director of the Centre for Independent Studies Ltd and chancellor of the University of Western Australia. Mr Chaney's qualifications include a BSc, MBA, Hon LLD (UWA) and FAICD.



Mr Chaney is an independent director.

Following the annual review of the performance of directors conducted by the Board, the Board (excluding Mr Chaney) recommends the re-election of Mr Chaney as a director of the Company.

Item 2(b) Re-election of a director – Mr Erich Fraunschiel

Mr Fraunschiel has been a non-executive director since 1 December 2002. He is the chair of the Audit & Risk Committee and is a member of the Sustainability and Nominations Committees. Mr Fraunschiel has over 18 years experience in senior executive positions with Wesfarmers Limited, including ten years as chief financial officer and executive director. He is currently chair of The West Australian Opera Inc and the Wesfarmers Insurance Group (comprising Lumley General Insurance Limited, Lumley Corporation Pty Limited and Wesfarmers Federation Insurance Limited) and a director of WorleyParsons Limited, Rabobank Australia Limited, Rabobank New Zealand Limited and The WCM Group Ltd. Mr Fraunschiel holds a BCom (Hons) (UWA).



Mr Fraunschiel is an independent director.

Following the annual review of the performance of directors conducted by the Board, the Board (excluding Mr Fraunschiel) recommends the re-election of Mr Fraunschiel as a director of the Company.

Item 2(c) Re-election of a director – Dr Pierre Jean-Marie Henri Jungels, CBE

Dr Jungels has been a non-executive director since 1 December 2002. He is a member of the Audit & Risk, Human Resources & Compensation and Nominations Committees. Dr Jungels has more than 30 years experience in the international oil and gas industry. He is the former chief executive officer of Enterprise Oil plc and president of the Institute of Petroleum. Dr Jungels is currently chair of Rockhopper Exploration plc and Oxford Catalyst Ltd, and a director of Baker Hughes Inc and Imperial Tobacco Group PLC. Dr Jungels holds a PhD (Geophysics and Hydraulics) (Caltech).



Dr Jungels is an independent director.

Following the annual review of the performance of directors conducted by the Board, the Board (excluding Dr Jungels) recommends the re-election of Dr Jungels as a director of the Company.

Item 2(d) Re-election of a director – Mr David Ian McEvoy

Mr McEvoy has been a non-executive director since 1 September 2005. He is the chair of the Sustainability Committee and is a member of the Audit & Risk and Nominations Committees. Mr McEvoy had a 34-year career with ExxonMobil involving extensive international exploration and development experience. He is currently a director of Innamincka Petroleum Ltd, Po Valley Energy Ltd and Australian Worldwide Exploration Limited. Mr McEvoy holds a BSc (Physics) and Grad Dip (Geophysics).



Mr McEvoy is an independent director.

Following the annual review of the performance of directors conducted by the Board, the Board (excluding Mr McEvoy) recommends the re-election of Mr McEvoy as a director of the Company.

Item 2(e) Election of a director – Ms Melinda Ann Cilento

Ms Cilento was appointed as a non-executive director on 11 December 2008. She is a member of the Human Resources & Compensation, Sustainability and Nominations Committees. Ms Cilento is the deputy chief executive and chief economist of the Business Council of Australia. She has significant public and private sector experience in economic policy development and analysis. Ms Cilento previously worked with County Investment Management (now Invesco) as Head of Economics, and with the Department of Treasury in various roles, and spent two years at the International Monetary Fund. Ms Cilento has a BA (Psychology), BEc (Hons) and MEd (ANU).



Ms Cilento is an independent director.

The Board (excluding Ms Cilento) recommends the election of Ms Cilento as a director of the Company.

Item 2(f) Election of a director – Mr Ian Robertson

Mr Robertson was appointed as a non-executive director on 30 June 2008 to fill the vacancy created by the resignation of Mr Jakob Stausholm on that date. Mr Robertson was nominated for election by Shell Energy Holdings Australia Limited, which is a 34.27% shareholder in the Company. Mr Robertson is a member of the Audit & Risk and Nominations Committees.



Mr Robertson is executive vice president for Shell's finance operations. He has almost 30 years experience with Shell working in the downstream, upstream, transport and trading elements of the business. Mr Robertson's qualifications include a BA (Business Management) and FCMA (UK).

Mr Robertson is not an independent director because he is a full time executive of a company related to Shell Energy Holdings Australia Limited, a 34.27% shareholder in the Company.

The Board (excluding Mr Robertson) recommends the election of Mr Robertson as a director of the Company.

ITEM 3 REMUNERATION REPORT

A resolution for adoption of the Remuneration Report is required to be considered and voted on in accordance with the Corporations Act.

The Remuneration Report details the Company's policy on the remuneration of non-executive directors, the CEO and senior executives and is set out on pages 46 to 57 of the Company's Annual Report, which is available on the Company's website at www.woodside.com.au/Investors+and+Media/Annual+Reports/.

The vote on the adoption of the Remuneration Report resolution is advisory only and does not bind the directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

Shareholders will be given the opportunity to ask questions and to make comments on the Remuneration Report.

Woodside Petroleum Ltd
18 March 2009



woodside

Woodside Petroleum Ltd
ABN 55 004 898 962

Voting Form

Lodge your vote or proxy:

Online:
www.investorvote.com.au

Control Number: 123456

Mark this box with an 'X' if you have made any changes to your address details



MR JOHN SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



I 1234567890 I N D

Please mark to indicate your directions

STEP 1 Indicate Who will Cast your Vote Select one option only

XX

At the Annual General Meeting of Woodside Petroleum Ltd to be held at the Perth Convention Exhibition Centre, 21 Mounts Bay Road, Perth, Western Australia on Friday, 1 May 2009 at 10:00am (WST) and at any adjournment of that meeting, I/We being member/s of Woodside Petroleum Ltd direct the following:

1. Cast Your Vote Directly OR 2. Appoint a Proxy to Vote on Your Behalf: I/We appoint

Record my/our votes strictly in accordance with directions in Step 2.

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

PLEASE NOTE: You must mark FOR, AGAINST, or ABSTAIN on each item for a valid direct vote to be recorded.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit). The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2 Items of Business

PLEASE NOTE: If you have appointed a proxy and mark the ABSTAIN box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		FOR	AGAINST	ABSTAIN
Item 2(a)	Re-election of Mr Michael Alfred Chaney as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2(b)	Re-election of Mr Erich Fraunschiel as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2(c)	Re-election of Dr Pierre Jean-Marie Henri Jungels as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2(d)	Re-election of Mr David Ian McEvoy as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2(e)	Election of Ms Melinda Ann Cilento as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2(f)	Election of Mr Ian Robertson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN Signature of Securityholder(s) This section must be completed.

056474_00TAJD

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____ Date / /

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How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Casting Your Vote Directly

Voting 100% of your holding: Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid for that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of Woodside Petroleum Ltd.

If you do not select an option under Step 1 of this Voting Form (direct voting or proxy appointment), you will be taken to have appointed the Chairman of the Meeting as a proxy to vote on your behalf.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a company secretary, a sole director can also sign alone. Otherwise this form must be signed by a director jointly with either another director or a company secretary. Please sign in the appropriate place to indicate the office held.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.computershare.com.



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au

- Cast your vote directly or appoint a proxy**
- Access the annual report**
- Review and update your securityholding**

 For your vote to be effective it must be received no later than 10:00am (WST) on Wednesday 29 April 2009.

Documents may be lodged using the reply addressed envelope or:

IN PERSON	Share Registry - Computershare Investor Services Pty Limited, Level 2, 45 St Georges Tce Perth WA 6000
ONLINE	Members may record their voting instructions on the website www.investorvote.com.au . You will need information shown on the front of this Voting Form to register your direct vote or proxy online.
BY MAIL	Share Registry - Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001
BY FAX	1800 783 447

If you require further information on how to complete the Voting Form, please call Computershare Investor Services Pty Limited on 1300 558 507