

# 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.

<b>Name of entity</b>	<b>HEARTWARE LIMITED</b>
	<b>ABN 34 111 970 257</b>

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.

<b>Name of Director</b>	Douglas Godshall
<b>Date of last notice</b>	21 August 2007

### 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.

<b>Direct or indirect interest</b>	Direct
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A.
<b>Date of change</b>	9 May 2008
<b>No. of securities held prior to change</b>	5,681,569 (Ordinary Shares & ESOP options)
<b>Class</b>	Options (5,581,264) Ordinary Shares (100,305)
<b>Number acquired</b>	1,100,000 Performance Rights pursuant to the Company's Performance Rights Plan
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Grant of equity under the Company's Performance Rights Plan

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<b>No. of securities held after change</b>	6,781,569 comprising of: <ul style="list-style-type: none"> <li>• 100,305 ordinary shares in the joint name of Mr D &amp; C Godshall</li> <li>• 5,581,264 options to acquire 1 ordinary share each, at an exercise price of A\$1.10 under the Company's Employee Share Option Plan</li> <li>• 1,100,000 performance rights under the Company's Performance Rights Plan</li> </ul>
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	On-market trade

**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.

<b>Detail of contract</b>	Nil
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
<b>Interest after change</b>	

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+ See chapter 19 for defined terms.