

SMITH & NEPHEW PLC  
Form 6-K  
March 18, 2009

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**Report of Foreign Private Issuer**

**Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of  
1934**

March 17, 2009

Commission File Number 001-14978

**SMITH & NEPHEW plc**  
(Registrant's name)

**15 Adam Street**  
**London, England WC2N 6LA**  
(Address of registrant's principal executive offices)

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

Form 20-F           Form 40-F  
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[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).]

Yes   No   
   ---   ---

[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).]

Yes   No   
   ---   ---

[Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing information to the

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Commission pursuant to Rule 12g3-2 (b) under the Securities Exchange Act of 1934.]

Yes                      No X  
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If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2 (b) : 82- n/a.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Smith & Nephew Plc  
(Registrant)

Date: March 17, 2009

By: /s/ Paul Chambers  
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Paul Chambers  
Company Secretary

**Annex DTR3**

**Notification of Transactions of Directors/Persons Discharging Managerial Responsibility and Connected Persons**

**All relevant boxes should be completed in block capital letters.**

1. Name of the issuer  
SMITH & NEPHEW PLC
2. State whether the notification relates to (i) a transaction notified in accordance with DTR 3.1.2 R,

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- |   |   |  |
|---|---|--|
|   |   | (ii) a disclosure made in accordance LR 9.8.6R(1) or   |
|   |   | (iii) a disclosure made in accordance with section 793 of the Companies Act (2006).  |
| 3. Name of person discharging managerial responsibilities/director  | 4. State whether notification relates to a person connected with a person discharging managerial responsibilities/director named in 3 and identify the connected person | (i)  |
| MARK AUGUSTI  |   | N/A  |
| 5. Indicate whether the notification is in respect of a holding of the person referred to in 3 or 4 above or in respect of a nonbeneficial interest 1 | 6. Description of shares (including class), debentures or derivatives or financial instruments relating to shares   |  |
| MARK AUGUSTI  |   | i) AMERICAN DEPOSITARY SHARES<br>ii) AMERICAN DEPOSITARY SHARES<br>iii) ORDINARY SHARES<br>iv) AMERICAN DEPOSITARY SHARES  |
| 7. Name of registered shareholders(s) and, if more than one, the number of shares held by each of them  | 8. State the nature of the transaction  |  |
| MARK AUGUSTI  |   | i) ACQUISITION AND SALE OF ADS UNDER THE SMITH & NEPHEW PERFORMANCE SHARE PLAN<br><br>ii) ACQUISITION AND SALE OF ADS UNDER THE SMITH & NEPHEW CO-INVESTMENT PLAN<br><br>iii) VESTING OF 59% OF OPTION GRANTED ON 13/03/2006 UNDER THE SMITH & NEPHEW EXECUTIVE SHARE OPTION PLAN (41% LAPSED)<br><br>iv) ACQUISITION OF ADS UNDER US EMPLOYEE STOCK PLAN PURCHASE |
| 9. Number of shares, debentures or financial instruments relating to shares acquired  | 10. Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage)                                    |  |
| i) 2,699 ADS<br>ii) 782 ADS<br>iii) 121 ADS   |   | LESS THAN 0.01%  |
| 11. Number of shares, debentures or financial instruments relating to shares disposed   | 12. Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating percentage)                                    |  |
| i) 718 ADS<br>ii) 208 ADS   |   | LESS THAN 0.01%  |

- |   |   |
|---|---|
| <p>13. Price per share or value of transaction</p> <p>i) US\$32.04 PER ADS<br/>                 ii) US\$32.04 PER ADS<br/>                 iv) US\$27.46 PER ADS</p>                                    | <p>14. Date and place of transaction</p> <p>i) 13 MARCH 2009<br/>                 ii) 13 MARCH 2009<br/>                 iii) 13 MARCH 2009<br/>                 iv) 31 DECEMBER 2008</p>   |
| <p>15. Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)</p> <p>4,875 ADS</p> | <p>16. Date issuer informed of transaction</p> <p>i) 17 MARCH 2009<br/>                 ii) 17 MARCH 2009<br/>                 iii) 17 MARCH 2009<br/>                 iv) 2 MARCH 2009</p> |

**If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes**

- |   |   |
|---|---|
| <p>17. Date of grant</p> <p>N/A</p>   | <p>18. Period during which or date on which exercisable</p> <p>N/A</p>  |
| <p>19. Total amount paid (if any) for grant of the option</p> <p>N/A</p>  | <p>20. Description of shares or debentures involved (class and number)</p> <p>N/A</p>   |
| <p>21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise</p> <p>N/A</p>  | <p>22. Total number of shares or debentures over which options held following notification</p> <p>162,241</p>   |
| <p>23. Any additional information</p> <p>I) VESTING OF 46% OF THE PSP AWARD MADE ON THE 13 MARCH 2006 UNDER THE 2004 PLAN. 718 ADS WERE SUBSEQUENTLY SOLD TO COVER TAX.</p> <p>II) VESTING OF THE MATCHING SHARES AWARDED ON 13 MARCH 2006 UNDER THE 2004 CO-INVESTMENT PLAN. 208 SHARES WERE SUBSEQUENTLY SOLD TO COVER TAX.</p> <p>III) OPTION OVER 23,222 SHARES AT AN EXERCISE PRICE OF 514P PER SHARE VESTED CAN NOW BE EXERCISED.</p> | <p>24. Name of contact and telephone number for queries</p> <p>GEMMA PARSONS<br/>                 ASSISTANT COMPANY<br/>                 SECRETARY<br/>                 020 7960 2228</p> |

1ADS = 5 ORDINARY SHARES OF  
US\$0.20 EACH

**Name of authorised official of issuer responsible for making notification**

**GEMMA PARSONS**

**ASSISTANT COMPANY SECRETARY**

**Date of notification** 17 MARCH 2009

Notes: This form is intended for use by an issuer to make a RIS notification required by DR 3.3.

- (1) An issuer making a notification in respect of a transaction relating to the shares or debentures of the issuer should complete boxes 1 to 16, 23 and 24.
- (2) An issuer making a notification in respect of a derivative relating the shares of the issuer should complete boxes 1 to 4, 6, 8, 13, 14, 16, 23 and 24.
- (3) An issuer making a notification in respect of options granted to a director/person discharging managerial responsibilities should complete boxes 1 to 3 and 17 to 24.
- (4) An issuer making a notification in respect of a financial instrument relating to the shares of the issuer (other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.