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

Yes

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No

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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: January 06, 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.**

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|---|--|
| <p>1. Name of the issuer</p> <p>SMITH &amp; NEPHEW PLC</p>  | <p>2. State whether the notification relates to (i) a transaction notified in accordance with DTR 3.1.2 R,</p> <p>(ii) a disclosure made in accordance LR 9.8.6R(1) or</p> <p>(iii) a disclosure made in accordance with section 793 of the Companies Act (2006).</p> <p>(i)</p> |
| <p>3. Name of person discharging managerial responsibilities/director</p> <p>GORDON HOWE</p>  | <p>4. State whether notification relates to a person connected with a person discharging managerial responsibilities/director named in 3 and identify the connected person</p> <p>N/A</p>  |
| <p>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</p> <p>GORDON HOWE</p>                         | <p>6. Description of shares (including class), debentures or derivatives or financial instruments relating to shares</p> <p>AMERICAN DEPOSITARY SHARES</p>   |
| <p>7. Name of registered shareholders(s) and, if more than one, the number of shares held by each of them</p> <p>GORDON HOWE</p>  | <p>8. State the nature of the transaction</p> <p>RELEASE AND SALE OF RESTRICTED STOCK</p>  |
| <p>9. Number of shares, debentures or financial instruments relating to shares acquired</p> <p>3,481 ADS</p>  | <p>10. Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage)</p> <p>LESS THAN 0.01%</p>   |
| <p>11. Number of shares, debentures or financial instruments relating to shares disposed</p> <p>940 ADS</p>   | <p>12. Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating percentage)</p> <p>LESS THAN 0.01%</p>   |
| <p>13. Price per share or value of transaction</p> <p>US\$31.95 PER ADS</p>   | <p>14. Date and place of transaction</p> <p>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>7,685 ADS</p> | <p>16. Date issuer informed of transaction</p> <p>5 JANUARY 2009</p>   |

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

- |  |   |
|--|---|
| 17. Date of grant  | 18. Period during which or date on which exercisable                                    |
| N/A  | N/A   |
| 19. Total amount paid (if any) for grant of the option   | 20. Description of shares or debentures involved (class and number)                     |
| N/A  | N/A   |
| 21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise | 22. Total number of shares or debentures over which options held following notification |
| N/A  | N/A   |
| 23. Any additional information   | 24. Name of contact and telephone number for queries                                    |
| 1 ADS = 5 ORDINARY SHARES @ US\$0.20 EACH.<br><br>STOCK SOLD TO COVER TAX LIABILITY                            | PAUL CHAMBERS<br>COMPANY SECRETARY<br>020 7960 2312                                     |

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

**PAUL CHAMBERS  
COMPANY SECRETARY**

**Date of notification** \_\_\_\_\_ **6 JANUARY 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.