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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: June 30, 2010

By: /s/ Susan Henderson  
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Susan Henderson  
Company Secretary

30 June 2010

**Smith & Nephew plc (the "Company")**

**Voting Rights and Capital**

In conformity with Rule 5.6 of the FSA's Disclosure and Transparency Rules:-

The total issued share capital of Smith & Nephew plc comprises 952,004,880 ordinary shares of US20¢ each, which includes 63,179,855 ordinary shares held in treasury.

The Company's issued share capital, with one voting right per share, therefore consists of 888,825,025 ordinary shares of US20¢ each. This is the figure which should be used by shareholders as the denominator when determining whether they are required to notify their interest in, or a change to their interest in, the Company under the FSA's Disclosure and Transparency Rules.

Susan Henderson  
Company Secretary