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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: August 21, 2008

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>3. Name of person discharging managerial responsibilities/director</p> <p>JOSEPH WOODY</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>JOSEPH WOODY</p>                  | <p>6. Description of shares (including class), debentures or derivatives or financial instruments relating to shares</p> <p>ORDINARY 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>N/A</p>  | <p>8. State the nature of the transaction</p> <p>N/A</p>  |
| <p>9. Number of shares, debentures or financial instruments relating to shares acquired</p> <p>N/A</p>  | <p>10. Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage)</p> <p>N/A</p>  |
| <p>11. Number of shares, debentures or financial instruments relating to shares disposed</p> <p>N/A</p>   | <p>12. Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating percentage)</p> <p>N/A</p>  |
| <p>13. Price per share or value of transaction</p> <p>N/A</p>   | <p>14. Date and place of transaction</p> <p>N/A</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>N/A</p> | <p>16. Date issuer informed of transaction</p> <p>18 AUGUST 2008</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  |
| 15 AUGUST 2008   | (i) 15 AUGUST 2011 – 14 AUGUST 2018<br>(ii) 15 AUGUST 2011  |
| 19. Total amount paid (if any) for grant of the option   | 20. Description of shares or debentures involved (class and number)   |
| N/A  | (i) 40,192 ORDINARY SHARES OF US\$0.20 (SHARE OPTIONS)<br>(ii) 30,144 ORDINARY SHARES OF US\$0.20 (PERFORMANCE SHARES)  |
| 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                                 |
| (i) 622p<br>(ii) N/A   | (i) 180,396 ORDINARY SHARES OF US\$0.20 (SHARE OPTIONS)<br>(ii) 85,662 ORDINARY SHARES OF US\$0.20 (PERFORMANCE SHARES) |
| 23. Any additional information   | 24. Name of contact and telephone number for queries  |
| (i) GRANT OF EXECUTIVE SHARE OPTION<br><br>(ii) AWARD UNDER 2004 PERFORMANCE SHARE PLAN                        | GEMMA PARSONS<br>ASSISTANT COMPANY SECRETARY<br>020 7960 2228   |

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

**GEMMA PARSONS**  
**ASSISTANT COMPANY SECRETARY**  
**Date of notification 20 August 2008**

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

(1)

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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.