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SMITH & NEPHEW PLC  
Form 6-K  
August 17, 2004

FORM 6-K

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

August 17, 2004

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      X                      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      X  
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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)(7).]

Yes                      No      X  
-----                      -----

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

Total Pages: 5

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## 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 17, 2004

By: /s/ Paul Chambers

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Paul Chambers  
Company Secretary

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## SCHEDULE 11

### NOTIFICATION OF INTERESTS OF DIRECTORS AND CONNECTED PERSONS

1. Name of company

Smith & Nephew plc

2. Name of director

Peter Hooley

3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18 or in respect of a non-beneficial interest

Peter Hooley

4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them (if notified)

Peter Hooley

5. Please state whether notification relates to a person(s) connected with the director named in 2 above and identify the connected person(s)

N/A

6. Please state the nature of the transaction. For PEP transactions please indicate whether general/single co PEP and if discretionary/non discretionary

Sale of 43,100 shares on 11 August 2004. Exercise of option over 130,000 shares under the Executive Share Option Scheme on 13 August 2004

7. Number of shares / amount of stock acquired

130,000

8. Percentage of issued class

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0.0139%

9. Number of shares/amount of stock disposed

43,100

10. Percentage of issued class

0.0046%

11. Class of security

Ordinary shares of 12 2/9p

12. Price per share

Shares sold at 488.5p. Options exercised at 154p

13. Date of transaction

Shares sold on 11 August 2004. Options exercised on 13 August 2004

14. Date company informed

13 August 2004

15. Total holding following this notification

Ordinary shares 216,505. Options over 530,703 shares

16. Total percentage holding of issued class following this notification

Ordinary shares 0.0231%. Options 0.0567%

IF A DIRECTOR HAS BEEN GRANTED OPTIONS BY THE COMPANY PLEASE COMPLETE THE FOLLOWING BOXES.

17. Date of grant

18. Period during which or date on which exercisable

19. Total amount paid (if any) for grant of the option

20. Description of shares or debentures involved: class, number

21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise

22. Total number of shares or debentures over which options held following this notification

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23. Any additional information

Shares sold on 11 August were to provide the funds to acquire the options exercised on 13 August.

24. Name of contact and telephone number for queries

Clare Carpenter 20 7960 2316

25. Name and signature of authorised company official responsible for making this notification

K Cummins

Date of Notification

13 August 2004

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