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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.**

- |    |                    |    |   |
|----|--------------------|----|---|
| 1. | Name of the issuer | 2. | State whether the notification relates to |
|    | SMITH & NEPHEW PLC |    | (i) a                                     |

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transaction notified in accordance with DTR 3.1.2 R,

(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).

(i) State whether notification relates to a person

connected with a person discharging managerial responsibilities/director named in 3 and identify the connected person

N/A

Description of shares (including class), debentures or derivatives or financial instruments relating to shares

(i) ORDINARY SHARES

(ii) AMERICAN DEPOSITARY SHARES ("ADS")

(iii) ADS

State the nature of the transaction

i. N/A

ii. N/A

iii. PURCHASE OF ADS UNDER US EMPLOYEE STOCK PURCHASE PLAN

Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage)

N/A

Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating percentage)

3. Name of person discharging managerial

responsibilities/director

MARK AUGUSTI

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

MARK AUGUSTI

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

(i) N/A

(ii) N/A

(iii) BANK OF NEW YORK

9. Number of shares, debentures or financial

instruments relating to shares acquired

(iii) 97 ADS

11. Number of shares, debentures or financial

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	instruments relating to shares disposed		N/A
13.	N/A Price per share or value of transaction	14.	Date and place of transaction
	(iii) 5 ADS at US\$56.70 AND 92 ADS at US\$46.54		i. 15 AUGUST 2008 ii. 15 AUGUST 2008 iii. 5 ADS ON 9 MAY 2008 AND 92 ADS ON 30 JUNE 2008
15.	Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)	16.	Date issuer informed of transaction
	N/A		18 AUGUST 2008
<b>If a person discharging managerial responsibilities has been granted options by the issuer</b>			
<b>complete the following boxes</b>			
17.	Date of grant	18.	Period during which or date on which exercisable
	15 AUGUST 2008		i. 15 AUGUST 2011 - 14 AUGUST 2018 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. 37,618 ORDINARY SHARES OF US\$ 0.20 (SHARE OPTIONS) ii. 5,711 ADS (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 ii. N/A		i. 178,379 ORDINARY SHARES OF US\$0.20 (SHARE OPTIONS) ii. 16,137 ADS (PERFORMANCE SHARES)
23.	Any additional information	24.	Name of contact and telephone number for queries
	(i) GRANT OF EXECUTIVE SHARE OPTION		GEMMA PARSONS

(ii) AWARD UNDER 2004  
PERFORMANCE SHARE PLAN

ASSISTANT COMPANY  
SECRETARY

1 ADS = 5 ORDINARY  
SHARES OF US\$0.20

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) 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.