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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: May 23, 2003

By: /s/ Paul Chamber

Paul Chambers
Company Secretary

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20 May 2003

Smith & Nephew Update on Centerpulse Offer

Smith & Nephew notes this morning's announcement by Zimmer Holdings, Inc. concerning Centerpulse AG.

The Board of Centerpulse gave Smith & Nephew's offer full and careful consideration and unanimously recommended it to its shareholders. By contrast, Zimmer's proposed offer for Centerpulse is subject to a number of additional conditions and to a period of due diligence, following which Zimmer has reserved the right to reduce its offer price.

Smith & Nephew will continue to monitor the situation.

Enquiries:

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23 May 2003

The Secretary
London Stock Exchange
RNS
Old Broad Street
London
EC2N 1HP

Dear Sirs,

Dealing by Directors in Ordinary shares of Smith & Nephew plc

We have been notified of the following transactions by Directors of Smith & Nephew plc:

Mr C J O'Donnell:

- o Acquired 14 Ordinary shares of 12 2/9 pence each in Smith & Nephew plc, by re-investment of a dividend, paid on 16 May 2003, through an ISA. Each share was purchased at 411.5 pence on 16 May 2003.
- o Acquired 560 Ordinary shares of 12 2/9 pence each in Smith & Nephew plc and Mrs. M O'Donnell 293 Ordinary Shares, by re-investment of a dividend, paid on 16 May 2003. Each share was purchased at 416.1 pence on 16 May 2003.

Mr C J O'Donnell now has an interest in 123,003 shares representing 0.013% of the issued share capital.

Mr P Hooley acquired 14 Ordinary shares of 12 2/9 pence each in Smith & Nephew plc, by re-investment of a dividend, paid on 16 May 2003, through an ISA. Each share was purchased at 411.5 pence on 16 May 2003.

Mr P Hooley now has an interest in 111,585 shares representing 0.012% of the issued share capital.

Yours faithfully,

P.R Chambers
Company Secretary