



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 November 18, 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  
SMITH & NEPHEW PLC
- 2. State whether the notification relates to (i) a 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)  
& (iii)

3. Name of person discharging managerial  
responsibilities/director

DAVID ILLINGWORTH

4. 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

5. Indicate whether the notification is in respect of 6.  
a

holding of the person referred to in 3 or 4  
above or

in respect of a nonbeneficial  
interest 1

IN RESPECT OF  
A  
SHARE  
HOLDING REGISTERED IN THE NAME OF  
THE ABOVE  
PERSON REFERRED TO IN 3

Description of shares (including class), debentures  
or

derivatives or financial instruments relating to  
shares

AMERICAN DEPOSITARY SHARES ("ADS")

7. Name of registered shareholders(s) and, if  
more

than one, the number of shares held by each of  
them

DAVID ILLINGWORTH

9. Number of shares, debentures or financial  
instruments relating to shares acquired

(i)  
35 ADS

8. State the nature of the transaction

(i)  
PURCHASE  
OF  
ADS

10. Percentage of issued class acquired (treasury  
shares of

that class should not be taken into account when  
calculating percentage)

< 0.01%

- |   |   |
|---|---|
| <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</p> <p>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>(i) 18 ADS at \$56.70 per share</p> <p>(ii) 17 ADS at \$40.01 per share</p>   | <p>14. Date and place of transaction</p> <p>(i) 9 MAY 2008</p> <p>(ii) 7 NOVEMBER 2008</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>23,282 ADS (Representing 116,410 ordinary shares)</p> | <p>16. Date issuer informed of transaction</p> <p>18 NOVEMBER 2008</p>  |

**If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes**

- |  |  |
|--|--|
| <p>17. Date of grant</p> <p>N/A</p>                                      | <p>18. Period during which or date on which exercisable</p> <p>N/A</p>     |
| <p>19. Total amount paid (if any) for grant of the option</p> <p>N/A</p> | <p>20. Description of shares or debentures involved (class and number)</p> |

N/A

- |   |   |
|---|---|
| 21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise<br><br>N/A | 22. Total number of shares or debentures over which options held following notification<br><br>N/A                        |
| 23. Any additional information<br><br>Re-investment of Dividends<br><br>1 ADS = 5 ORDINARY SHARES of US\$0.20 EACH        | 24. Name of contact and telephone number for queries<br><br>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**

**1  
8  
November  
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.