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SMITH & NEPHEW PLC
Form 6-K
July 10, 2003

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

July 10, 2003

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 ----

[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

[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

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: July 10, 2003

By: /s/ Paul Chambers

Paul Chambers
Company Secretary

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9 July 2003

Smith & Nephew: response to Centerpulse and InCentive Capital statements

Smith & Nephew plc notes the statements made today by the Boards of Centerpulse AG and InCentive Capital AG regarding the current offers to acquire Centerpulse.

Smith & Nephew is convinced that a combination of its own business with that of Centerpulse will offer shareholders, employees and customers of both companies a superior opportunity for enhanced long-term value.

Smith & Nephew is continuing to review its options. Pending the outcome of that review, Centerpulse and InCentive Capital shareholders are strongly advised to take no action in respect of the Zimmer offers. Under Swiss takeover legislation all offers will remain open for acceptances until 27 August.

Enquiries:

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United States of America

The offer for Centerpulse shares is being made in the United States only

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through a prospectus/offer to exchange, which is part of a registration statement filed with the SEC by Smith & Nephew Group. Centerpulse shareholders who are US persons or are located in the United States are urged to read the registration statement, including the prospectus/offer to exchange included therein, and the other documents filed, or to be filed, with the SEC by Smith & Nephew Group or Centerpulse relating to the Centerpulse offer, because they contain important information about the Centerpulse offer. You may obtain a free copy of these documents from the SEC's Web site at www.sec.gov. You may also obtain this information from Morrow & Co., Inc., the US information agent for the Centerpulse offer, at (800) 607-0088, or by e-mail at centerpulse.info@morrowco.com