

SMITH & NEPHEW PLC
Form 6-K
February 16, 2011

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

February 16, 2011

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 <input checked="" type="checkbox"/> | Form 40-F <input type="checkbox"/> |
| --- | --- |

[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 <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| --- | --- |

[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 <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| --- | --- |

[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 <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| --- | --- |

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: February 16, 2011

By: /s/ Susan Henderson

Susan Henderson

Company Secretary

NOTIFICATION OF TRANSACTIONS OF DIRECTORS/PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY AND CONNECTED PERSONS

SMITH & NEPHEW PLC

16 February 2011

Smith & Nephew plc announces that it was informed on 14 February 2011 of changes to the share interests of directors or persons discharging managerial responsibilities ("PDMRs") under various Company share plans, detailed below, following completion of the related performance periods.

Smith & Nephew 2004 Performance Share Plan

| Name of Director / PDMR | Number of ordinary shares / ADSs under award made on 15/08/2008 | Number of ordinary shares / ADSs lapsing following completion of the performance period | Number of ordinary shares / ADSs due to vest on 15/08/2011 |
|-------------------------|---|---|--|
| David Illingworth | 168,810 ordinary shares | 123,232 ordinary shares | 45,578 ordinary shares |
| Adrian Hennah | 120,578 ordinary shares | 88,022 ordinary shares | 32,556 ordinary shares |
| Mark Augusti | 5,711 ADSs | 4,170 ADSs | 1,541 ADSs |
| John Campo | 5,841 ADSs | 4,264 ADSs | 1,577 ADSs |
| Joseph DeVivo | 6,165 ADSs | 4,501 ADSs | 1,664 ADSs |
| Michael Frazzette | 5,841 ADSs | 4,624 ADSs | 1,577 ADSs |
| R Gordon Howe | 4,802 ADSs | 3,506 ADSs | 1,296 ADSs |
| G Kelvin Johnson | 11,574 ordinary shares | 8,450 ordinary shares | 3,124 ordinary shares |
| Roger Teasdale | 11,495 ordinary shares | 8,392 ordinary shares | 3,103 ordinary shares |

Notes

a) 73% of the awards made on 15 August 2008 have lapsed following completion of the performance measurement period. The remaining 27% will vest and, subject to continued employment, will be settled on 15 August 2011 being the third anniversary of the awards.

b) One ADS is equivalent to five ordinary shares of US\$0.20 each.

Smith & Nephew share option plans

| Name of Director / PDMR | Option plan | Number of ordinary shares under option granted on 15/08/2008 | Number of ordinary shares under option lapsing | Number of ordinary shares under option vesting on 15/08/2011 |
|-------------------------|-------------|--|--|--|
| | | 107,740 | 82,155 | 25,585 |

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| | | | | |
|-------------------|--|--------|--------|--------|
| David Illingworth | 2004 Executive Share Option Plan | 4,800 | 0 | 4,800 |
| Adrian Hennah | 2001 UK Approved Share Option Plan 2004 Executive Share Option Plan | 80,385 | 58,682 | 21,703 |
| G Kelvin Johnson | 2001 UK Unapproved Share Option Plan | 23,149 | 0 | 23,149 |
| Roger Teasdale | 2001 UK Unapproved Share Option Plan | 19,990 | 0 | 19,990 |

Notes

- a) 73% of the options granted under the 2004 Executive Share Option Plan on 15 August 2008 have lapsed following completion of the performance period. The remaining 27% of the option shall vest and become capable of exercise on 15 August 2011 being the third anniversary of their grant.
- b) 100% of options granted under the 2001 UK Approved Share Option Plan and the 2001 Unapproved Share Option Plan will vest and become capable of being exercised on 15 August 2011 being the third anniversary of their grant.
- c) The exercise price of the options is 622p per share.

Smith & Nephew 2004 Co-Investment Plan

| Name of Director / PDMR | Number of ordinary shares / ADSs under award made on 17/03/2008 | Number of ordinary shares / ADSs lapsing following completion of the performance period |
|-------------------------|---|---|
| Adrian Hennah | 15,628 ordinary shares | 15,628 ordinary shares |
| Mark Augusti | 626 ADSs | 626 ADSs |
| R Gordon Howe | 469 ADSs | 469 ADSs |

Notes

- a) 100% of the matching awards granted under the Co-Investment Plan on 17 March 2008 have lapsed following completion of the performance period.
- b) The shares purchased by participants under the Co-Investment Plan will be transferred to them on 17 March 2011, being the third anniversary of the award.
- c) One ADS is equivalent to five ordinary shares of US\$0.20 each.

This announcement is made in accordance with the requirements of DTR 3.1.4 R(1)(a).

Gemma Parsons
Deputy Company Secretary
Smith & Nephew plc
Tel: 020 7401 7646
