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SMITH & NEPHEW PLC
Form 6-K
February 28, 2006

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

February 28, 2006

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 ☒

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 ☒

[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 ☒

[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 ☒

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2 (b) : 82- n/a.

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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: February 28, 2006

By: /s/ Paul Chambers

Paul Chambers
Company Secretary

NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS

This form is intended for use by an issuer to make a RIS notification required by DR 3.1.4R(1).

- (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.

Please complete all relevant boxes should 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 DR 3.1.4R(1)(a); or

(ii) DR 3.1.4(R)(1)(b) a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or

(iii) both (i) and (ii)

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both (i) and (ii).

3. Name of person discharging managerial responsibilities/director

Mr. 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 a holding of the person referred to in 3 or 4 above or in respect of a non-beneficial interest

.....

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

.....

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

.....

8 State the nature of the transaction

.....

.....

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

.....

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

.....

11. Number of shares, debentures or financial instruments relating to shares disposed

.....

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

.....

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13. Price per share or value of transaction

.....

14. Date and place of transaction

.....

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

.....

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

17. Date of grant

15 February 2006

18. Period during which or date on which it can be exercised

16 August 2006 - 31 December 2013

19. Total amount paid (if any) for grant of the option

20. Description of shares or debentures involved (class and number)

50,000 Ordinary Shares of US 20 cents each

21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise

516.5 pence

22. Total number of shares or debentures over which options held following notification

239,731

23. Any additional information

Vesting subject to performance conditions being attained.

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24. Name of contact and telephone number for queries

Phil Higgins 0207 960 2228

Name and signature of duly authorised officer of issuer responsible for making notification

Phil Higgins Assistant Company Secretary

Date of notification

28 February 2006

END