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Commission pursuant to Rule 12g3-2 (b) under the Securities Exchange Act of 1934.]

Yes

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No

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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: August 28, 2009

By: /s/ Susan Henderson

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Susan Henderson  
Company Secretary

**RIS Announcement -Award grant  
Smith & Nephew Plc  
("the Company")**

**Employee Share Plans - Announcement of transaction in ordinary shares of  
US\$0.20 each**

The Company announces that on

27

August  
2009

conditional  
awards

were  
made under the Company's  
2004 Performance Share  
Plan

, 2001  
UK Approved  
Share Option Plan  
and

2001 UK Unapproved Share  
Option  
Plan

to persons discharging managerial responsibility ("PDMR") as detailed in the table  
s

below. No co  
nsideration is payable for the award  
s

**PERFORMANCE SHARE PLAN  
("PSP")**

<b>Name</b>	<b>PDMR</b>	<b>Number of shares subject to award</b>	<b>Total Number of Shares over which awards held under the PSP following Notification</b>
Nassem Amin	PDMR	17,321 ordinary shares	17,321 ordinary shares

**2001 UK APPROVED SHARE OPTION AND 2001 UK UNAPPROVED SHARE PLANS**

<b>Name</b>	<b>PDMR</b>	<b>Share Option Plan</b>	<b>Number of Ordinary shares subject to award</b>	<b>Option Price</b>	<b>Total Number of Shares over which Options held following Notification</b>
Nassem Amin	PDMR	UK Approved Plan	5,859 ordinary shares	512 p	23,094 ordinary shares
		UK Unapproved Plan	17,235 ordinary shares	512 p	

**Notes:**

- There are performance conditions attached to the release of the

award under the Performance Share Plan, and the award will vest, subject to the achievement of the performance conditions

which are measured from 1 January

2009

to

31 December 2011

, on 27 August

2012

- The options granted under the UK Approved and Unapproved Share Option Plans will vest three years from the award date, subject to the attainment of the relevant performance conditions and will be exercisable from 27 August 2012 to 26 August 2019.
- The transaction took place in London, UK
- This announcement is made following notifications under Disclosure Rule 3.1.2.

**Contact:**

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at

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