

SMITH & NEPHEW PLC
Form 6-K
August 17, 2009

**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**

August 14, 2009

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

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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
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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 14, 2009

By: /s/ Susan Henderson

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**

**and American
D
epository
S**

**shares
(ADSs) representing five ordinary shares
of
US
\$
0.20
each.**

The Company announces that on
13 August
2009

conditional
awards

were
made under the Company's
2004 Performance Share
Plan
, 2001 US Share Option Plan, 2001 UK Unapproved Share Plan and the 2004 Executive Share Option
Plans

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")**

| Name | PDMR | Number of shares subject to award | Total Number of Shares over which awards held under the PSP following Notification |
|--------------------|-------------------------|--|---|
| David Illingworth | Chief Executive | 53,362 ADSs | 600,016 ordinary shares (of which 69,534 are held as ADSs) |
| Adrian Hennah | Chief Financial Officer | 161,273 ordinary shares | 389,591 ordinary shares |
| Mark Augusti | PDMR | 8,590 ADSs | 18,859 ADSs |
| Elizabeth Bolgiano | PDMR | 8,002 ADSs | 15,957 ADSs |
| John Campo | PDMR | 8,817 ADSs | 14,658 ADSs |
| Joseph DeVivo | PDMR | 9,481 ADSs | 21,086 ADSs |
| Michael Frazzette | PDMR | 9,007 ADSs | 19,710 ADSs |
| Gordon Howe | PDMR | 7,300 ADSs | 13,680 ADSs |
| Roger Teasdale | PDMR | 35,229 ordinary shares | 59,312 ordinary shares |

Notes:

- There are performance conditions attached to the release of this award under the Performance Share Plan, and the awards will vest, subject to the achievement of the performance conditions which are measured from 1 January 2009 to 31 December 2011, on 13 August 2012.
- 1 ADS is equal to 5 ordinary shares of US\$0.20
- The transaction took place in London, UK
- This announcement is made following notifications under Disclosure Rule 3.1.2.

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

| Name | PDMR | Share Option Plan | Number of Ordinary shares subject to award | Option Price | Total Number of Shares over which Options held following Notification |
|--------------------|-------|--------------------|--|--------------|---|
| Mark Augusti | PDMR | US Share Plan | 57,191 | 479p | 219,432 ordinary shares (including options over 12,500 ADS) |
| Elizabeth Bolgiano | PDMR | US Share Plan | 53,277 | 479p | 159,201 ordinary shares |
| John Campo | PDMR | US Share Plan | 58,706 | 479p | 147,179 ordinary shares |
| Joseph DeVivo | PDMR | US Share Plan | 63,125 | 479p | 140,320 ordinary shares |
| Michael Frazzette | IPDMR | US Share Plan | 59,969 | 479p | 159,062 ordinary shares |
| Gordon Howe | PDMR | US Share Plan | 48,606 | 479p | 150,341 ordinary shares (including options over 4,000 ADS) |
| Roger Teasdale | PDMR | UK Unapproved Plan | 46,972 | 479p | 99,116 ordinary shares |

Notes:

- The US Share Option Plan will vest in equal annual tranches over three

- years following the award date and will be exercisable from 13 August 2012 to 12 August 2019.
- The UK Unapproved Share Option Plan will vest three years from the award date, subject to the attainment of the relevant performance conditions and will be exercisable from 13

August 2012 to 12 August 2019.

- The transaction took place in London, UK
- This announcement is made following notifications under Disclosure Rule 3.1.2.

2004 EXECUTIVE SHARE OPTION PLAN

| Name | PDMR | Number of shares subject to award | Option Price | Total Number of Shares over which Options held following Notification |
|--------------------------|-------------------------|-----------------------------------|--------------|---|
| D a v i d Illingworth | Chief Executive | 35,575 ADSs | \$39.55 | 697,740 ordinary shares (including options over 55,575 ADS) |
| A d r i a n Hannah | Chief Financial Officer | 107,515 ordinary shares | 479p | 323,008 ordinary shares |

Notes:

- There are performance conditions attached to the release of this award under the Executive Share Option Plan and the awards will vest, subject to the achievement of the performance conditions, on 13 August 2012. Any options which vest will be exercisable from 13

August 2012 to 12 August 2019

- 1ADS is equal to 5 ordinary shares of US\$0.20
- The transaction took place in London, UK
- This announcement is made following notifications under Disclosure Rule 3.1.2

Contact:

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Assistant Company Secretary
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