SMITH & NEPHEW PLC Form 6-K August 24, 2004

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

August 24, 2004

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).]

> No X Yes _____

[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).]

> No X Yes _____ _____

[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.

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Total Pages: 5

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 24, 2004

By: /s/ Paul Chambers Paul Chambers Company Secretary

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SCHEDULE 11

NOTIFICATION OF INTERESTS OF DIRECTORS AND CONNECTED PERSONS

1. Name of company

Smith & Nephew plc

2. Name of director

Mr. Richard De Schutter

3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18 or in respect of a non-beneficial interest

Mr. Richard De Schutter

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

BNY Nominees Ltd

5. Please state whether notification relates to a person(s) connected with the director named in 2 above and identify the connected person(s)

N/A

6. Please state the nature of the transaction. For PEP transactions please indicate whether general/single co PEP and if discretionary/non discretionary

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Purchase of American Depository Shares ('ADSs') 7. Number of shares/amount of stock acquired 10,000 ADSs representing 50,000 ordinary shares of 12 2/9p 8. Percentage of issued class 0.005% 9. Number of shares/amount of stock disposed N/A 10. Percentage of issued class N/A 11. Class of security American Depository Shares 12. Price per share 9,700 ADSs purchased at US\$44.78 and 300 ADSs purchased at US\$44.61 13. Date of transaction 20 August 2004 14. Date company informed 23 August 2004 15. Total holding following this notification 50,000 ADSs representing 250,000 ordinary shares of 12 2/9p 16. Total percentage holding of issued class following this notification 0.0267% IF A DIRECTOR HAS BEEN GRANTED OPTIONS BY THE COMPANY PLEASE COMPLETE THE FOLLOWING BOXES. 17. Date of grant 18. Period during which or date on which exercisable 19. Total amount paid (if any) for grant of the option

20. Description of shares or debentures involved: class, number

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

 $\ensuremath{\text{22.}}$ Total number of shares or debentures over which options held following this notification

23. Any additional information

One ADS represents five ordinary shares of 12 2/9p per share

24. Name of contact and telephone number for queries

Kate Cummins 020 7960 2251

 $25.\ {\rm Name}$ and signature of authorised company official responsible for making this notification

K Cummins Company Secretarial Assistant

Date of Notification

23 August 2004

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