

SMITH & NEPHEW PLC  
Form 6-K  
December 21, 2016

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

December 21, 2016

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  
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[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   
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[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   
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[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   
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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.

21 December 2016  
Smith & Nephew plc (the "Company")

Transaction in Own Shares

The Company has today cancelled 10,173,309 of its Ordinary Shares of US 20¢ each ("Shares") previously held in Treasury. 425,298 of these shares were issued in connection with employee share schemes in Quarter 2 2016 and have been purchased as part of a programme to keep the total issued share capital broadly constant. 9,748,011 were purchased as part of the \$300 million buy-back programme, the purpose of which is to reduce the Company's share capital, as announced on 8 August 2016.

Following the cancellation of these Shares the Company holds 27,839,719 of its shares in Treasury. The Company's issued share capital, with one voting right per share consists of 875,803,735 Ordinary Shares of US20¢ each. This is the figure which should be used by shareholders as the denominator when determining whether they are required to notify their interest in, or a change to their interest in, the Company under the FCA's Disclosure and Transparency Rules.

This announcement is made in accordance with the requirements of LR 12.6.4.

Tony Llewellyn  
Deputy Company Secretary  
Smith & Nephew plc  
Tel: 01923 477320

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: December 21, 2016

By: /s/ Susan Swabey  
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Susan Swabey  
Company Secretary

