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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: November 28, 2008

By: /s/ Paul Chambers  
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Paul Chambers  
Company Secretary

**Smith & Nephew plc - Voting Rights and Capital**

28 November 2008

In conformity with Rule 5.6.1 of the FSA's Disclosure and Transparency Rules, we notify the market that as at 28 November 2008:

Smith & Nephew plc's issued share capital with voting rights consists of 883,084,314 ordinary shares of US20¢ each.

66,634,911 ordinary shares are held in treasury, and are not included in the above figure.

883,084,314 ordinary shares may be used by shareholders for calculating if they are required to notify their interest in, or change to their interest in, the Company under the FSA's Disclosure and Transparency Rules.

Paul Chambers  
Company Secretary