

SMITH & NEPHEW PLC
Form 6-K
September 21, 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**

September 18, 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: September 18, 2009

By: /s/ Susan Henderson

Susan Henderson
Company Secretary

Smith & Nephew PLC

18 September 2009

Smith & Nephew PLC - Transaction in Own Shares

Smith & Nephew PLC announces that on

17

September
2009
it
transferred
400,000
ordinary shares of US\$0.20
to

RBC Cees
Trustee Limited, the Trustee of the Smith & Nephew 2004 Employees'
Share Trust. The shares will be used to satisfy options and awards under
various Company Share Plans.

The transferred shares were all formerly held as Treasury Shares.

Following the above transfer, Smith & Nephew PLC holds
65,584,911
ordinary shares in treasury, and has
884,698,868
ordinary shares in issue (excluding treasury shares).

Susan Henderson
Company Secretary