

SMITH & NEPHEW PLC
Form 6-K
May 31, 2012

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

May 31, 2012

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).]

Yes

No ☒ X

[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 ☒ X

[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

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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: May 31, 2012

By: /s/ Susan Henderson

Susan Henderson

Company Secretary

31 May 2012

Smith & Nephew plc (the "Company")

Voting Rights and Capital

In conformity with Rule 5.6 of the FSA's Disclosure and Transparency Rules:-

The total issued share capital of Smith & Nephew plc at 31 May 2012 comprised 956,983,900 ordinary shares of US20¢ each, including 60,322,610 ordinary shares held in treasury.

The Company's issued share capital, with one voting right per share, therefore consists of 896,661,290 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 FSA's Disclosure and Transparency Rules.

Gemma Parsons
Deputy Company Secretary
Smith & Nephew plc
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