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RECEIVED

2005 DEC 28 A 11: 21

OFFICE OF INTERNATIONAL  
CORPORATE FINANCE



15 December 2005

The United States Securities and Exchange Commission  
**Exemption File 82-5204**  
Division of Corporate Finance  
Room 3094 (3-6)  
450 5<sup>th</sup> Street  
Northwest  
Washington DC 20549  
USA

SUPPL

Dear Sirs, *New GKN PLC*

**GKN plc – Director/PDMR Shareholding**

For your information I enclose a copy of today's announcement.

Yours faithfully,

**Sandie De Ritter**

Enc

PROCESSED

DEC 28 2005

THOMSON  
FINANCIAL

EXEMPTION NO.  
82 - 5204

Regulatory Announcement **RECEIVED**

2005 DEC 28 A 11: 21  
Company GKN PLC  
TIDM GKN OFFICE OF INTERNATIONAL  
Headline Director/PDMR Shareholding LE FINANCE  
Released 16:26 15-Dec-05

**NOTIFICATION OF TRANSACTIONS OF DIRECTORS/PERSONS DISCHARGING  
MANAGERIAL RESPONSIBILITY AND CONNECTED PERSONS**

This form is intended for use by an *issuer* to make a *RIS* notification required by *DR3.1.4R(1)*.

An *issuer* making a notification in respect of a transaction relating to the *shares* or debentures of the *issuer* should complete boxes 1 to 16, 23 and 24.

An *issuer* making a notification in respect of a derivative relating to the *shares* of the *issuer* should complete boxes 1 to 4, 6, 8, 13, 14, 16, 23 and 24.

An *issuer* making a notification in respect of options granted to a *director/person discharging managerial responsibilities* should complete boxes 1 to 3 and 17 to 24.

An *issuer* making a notification in respect of a *financial instrument* relating to the *shares* of the *issuer* (other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

**Please complete the following in block capitals**

1. Name of the *issuer*

GKN PLC

2. State whether the notification relates to:

- (i) a transaction notified in accordance with *DR3.1.4R(1)(a)*; or
- (ii) *DR3.1.4(R)(1)(b)* a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or
- (iii) both (i) and (ii)

(iii) BOTH (i) AND (ii)

3. Name of the *person discharging managerial responsibilities/director*

RICHARD JOHN CLOWES – DIRECTOR & PDMR

4. State whether notification relates to a *person* connected with a *person discharging managerial responsibilities/director* named in 3 and identify the *connected person*

N/A

5. Indicate whether the notification is in respect of a holding of the *person* referred to in 3 or 4 above or in respect of a non-beneficial interest

NOTIFICATION IN RESPECT OF PERSON NAMED IN 3. ABOVE

6. Description of *shares* (including *class*), debentures or derivatives or financial instruments relating to *shares*

ORDINARY SHARES OF 50P EACH

7. Name of registered shareholder(s) and, if more than one, the number of *shares* held by each of them

RICHARD JOHN CLOWES

8. State the nature of the transaction

SALE OF SHARES

9. Number of *shares*, debentures or financial instruments relating to *shares* acquired

N/A

10. Percentage of issued *class* acquired (*treasury shares* of that *class* should not be taken into account when calculating percentage)

N/A

11. Number of *shares*, debentures or financial instruments relating to *shares* disposed

196,737

12. Percentage of issued *class* disposed (*treasury shares* of that *class* should not be taken into account when calculating percentage)

0.0275%

13. Price per *share* or value of transaction

£2.86 PER SHARE

14. Date and place of transaction

15 DECEMBER 2005, LONDON

15. Total holding following notification and total percentage holding following notification (any *treasury shares* should not be taken into account when calculating percentage)

37,892 SHARES, 0.0053% (INCL. CONNECTED PERSON INTERESTS)

16. Date issuer informed of transaction

15 DECEMBER 2005

**If a person discharging managerial responsibilities has been granted options by the issuer complete the following:**

17. Date of grant

N/A

18. Period during which or date on which it can be exercised

N/A

19. Total amount paid (if any) for grant of the option

N/A

20. Description of *shares* or debentures involved (*class* and number)

N/A

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

N/A

22. Total number of *shares* or debentures over which options held following notification

N/A

23. Any additional information

N/A

24. Name of contact and telephone number for queries

TANYA STOTE, 01527 533295

**Name and signature of duly authorised officer of issuer responsible for making notification**

TANYA STOTE

**Date of notification**

15 DECEMBER 2005