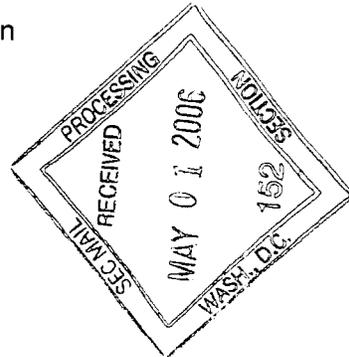




24 April 2006

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



New GKN PLC

SUPPL

Dear Sirs,

GKN plc

- Transaction in own shares
- Notifications of transactions of directors/persons discharging managerial responsibility and connected persons

For your information I enclose copies of the above announcements which were released on 21st and 24th April respectively.

Yours faithfully,

Sandie De Ritter

PROCESSED

MAY 02 2006

B

THOMSON
FINANCIAL

Encs

Regulatory Announcement

Go to market news section

EXEMPTION NO.
82 - 5204



Company	GKN PLC
TIDM	GKN
Headline	Transaction in Own Shares
Released	17:31 21-Apr-06
Number	PRNUK-2104

GKN plc

Purchase of own securities held in Treasury

GKN plc announces that on 21 April 2006 it purchased 450,000 of its ordinary shares at a price of 314.8p per share from Credit Suisse Securities (Europe) Limited. It is intended that these shares are held in Treasury.

Following the purchase, GKN plc holds 25,670,000 of its ordinary shares in Treasury and has a total of 714,960,204 ordinary shares (excluding Treasury shares) in issue.

Grey Denham

Company Secretary

21 April 2006

END

Close

London Stock Exchange plc is not responsible for and does not check content on this Website. Website users are responsible for checking content. Any news item (including any prospectus) which is addressed solely to the persons and countries specified therein should not be relied upon other than by such persons and/or outside the specified countries. Terms and conditions, including restrictions on use and distribution apply.

©2006 London Stock Exchange plc. All rights reserved

**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 1-16, 23 and 24.

An *issuer* making a notification in respect of a derivative relating to the *shares* of the *issuer* should complete boxes 1- 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)

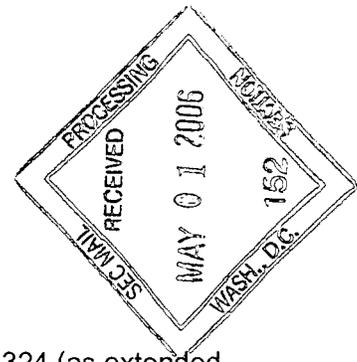
(III) BOTH (I) AND (II) IN RESPECT OF KEVIN SMITH AND NIGEL STEIN
 (I) A TRANSACTION NOTIFIED IN ACCORDANCE WITH *DR3.1.4R(1)(A)* IN
 RESPECT OF MARCUS BRYSON, ARTHUR CONNELLY, MAUREEN
 CONSTANTINE, GREY DENHAM, SIMON PRYCE, ANDREW REYNOLDS SMITH
 AND MARTYN VAUGHAN

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

KEVIN SMITH – DIRECTOR & PDMR
 NIGEL STEIN – DIRECTOR & PDMR
 MARCUS BRYSON – PDMR
 ARTHUR CONNELLY – PDMR
 MAUREEN CONSTANTINE – PDMR
 GREY DENHAM – PDMR
 SIMON PRYCE – PDMR
 ANDREW REYNOLDS SMITH – PDMR
 MARTYN VAUGHAN - 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*

SEE 3. ABOVE.



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 PERSONS NAMED IN 3. ABOVE

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

OPTIONS OVER ORDINARY SHARES OF 50P EACH (SEE BELOW)

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

N/A

8. State the nature of the transaction

AWARD OF OPTIONS UNDER THE GKN EXECUTIVE SHARE OPTION SCHEME 2004 (SEE BELOW)

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

N/A

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

N/A

13. Price per *share* or value of transaction

N/A

14. Date and place of transaction

N/A

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

N/A

16. Date issuer informed of transaction

N/A

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

17. Date of grant

11 APRIL 2006

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

11 APRIL 2009 TO 10 APRIL 2016

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

NIL

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

OPTIONS GRANTED OVER THE FOLLOWING NUMBER OF ORDINARY SHARES OF 50P EACH:

KEVIN SMITH – 236,816
NIGEL STEIN – 141,138
MARCUS BRYSON – 33,677
ARTHUR CONNELLY – 44,903
MAUREEN CONSTANTINE – 31,432
GREY DENHAM – 31,432
SIMON PRYCE – 48,645
ANDREW REYNOLDS SMITH – 42,658
MARTYN VAUGHAN – 31,232

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

334.05P PER SHARE FIXED AT TIME OF GRANT

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

KEVIN SMITH – 2,053,355
NIGEL STEIN – 1,219,388
MARCUS BRYSON – 198,684
ARTHUR CONNELLY – 270,795
MAUREEN CONSTANTINE – 236,869
GREY DENHAM – 393,019
SIMON PRYCE – 520,323
ANDREW REYNOLDS SMITH – 300,438
MARTYN VAUGHAN – 126,860

23. Any additional information

THE OPTIONS ARE EXERCISABLE TO THE EXTENT THAT CERTAIN PERFORMANCE CRITERIA ARE SATISFIED BY THE COMPANY OVER THE 3 YEAR PERFORMANCE PERIOD, WHICH COMMENCED ON 1 JANUARY 2006,

NO.
82 - 5204

AND THE SATISFACTION BY THE EXECUTIVE DIRECTOR/PDMR OF A
PERSONAL SHAREHOLDING REQUIREMENT.

24. Name of contact and telephone number for queries

CHRISTOPHER WINTERS
01527 533383

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

CHRISTOPHER WINTERS

Date of notification

24 APRIL 2006

**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 1-16, 23 and 24.

An *issuer* making a notification in respect of a derivative relating to the *shares* of the *issuer* should complete boxes 1- 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) IN RESPECT OF KEVIN SMITH AND NIGEL STEIN
 (I) A TRANSACTION NOTIFIED IN ACCORDANCE WITH *DR3.1.4R(1)(A)* IN
 RESPECT OF MARCUS BRYSON, ARTHUR CONNELLY, MAUREEN
 CONSTANTINE, GREY DENHAM, SIMON PRYCE, ANDREW REYNOLDS SMITH
 AND MARTYN VAUGHAN

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

KEVIN SMITH – DIRECTOR & PDMR
 NIGEL STEIN – DIRECTOR & PDMR
 MARCUS BRYSON – PDMR
 ARTHUR CONNELLY – PDMR
 MAUREEN CONSTANTINE – PDMR
 GREY DENHAM – PDMR
 SIMON PRYCE – PDMR
 ANDREW REYNOLDS SMITH – PDMR
 MARTYN VAUGHAN - 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*

SEE 3. ABOVE.

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 PERSONS NAMED IN 3. ABOVE

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

CONDITIONAL RIGHT OVER ORDINARY SHARES OF 50P EACH (SEE BELOW)

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

N/A

8. State the nature of the transaction

GRANT OF AWARDS UNDER THE GKN LONG TERM INCENTIVE PLAN 2004
(SEE BELOW)

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

N/A

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

N/A

13. Price per *share* or value of transaction

N/A

14. Date and place of transaction

N/A

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

N/A

16. Date issuer informed of transaction

N/A

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

17. Date of grant

11 APRIL 2006

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

11 APRIL 2010 TO 11 APRIL 2016 IN RESPECT OF KEVIN SMITH AND NIGEL STEIN

11 APRIL 2009 TO 11 APRIL 2016 IN RESPECT OF ARTHUR CONNELLY, MAUREEN CONSTANTINE, GREY DENHAM, SIMON PRYCE, ANDREW REYNOLDS SMITH AND MARTYN VAUGHAN

11 APRIL 2009 IN RESPECT OF MARCUS BRYSON

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

NIL

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

AWARDS GRANTED OVER THE FOLLOWING NUMBER OF ORDINARY SHARES OF 50P EACH:

KEVIN SMITH – 247,560

NIGEL STEIN – 147,542

MARCUS BRYSON – 63,369

ARTHUR CONNELLY – 84,493

MAUREEN CONSTANTINE – 59,145

GREY DENHAM – 59,145

SIMON PRYCE – 91,534

ANDREW REYNOLDS SMITH – 80,268

MARTYN VAUGHAN – 58,768

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

NIL

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

KEVIN SMITH – 687,250

NIGEL STEIN – 399,882

MARCUS BRYSON – 123,689

ARTHUR CONNELLY – 137,493

MAUREEN CONSTANTINE – 102,575

GREY DENHAM – 102,575

SIMON PRYCE – 148,944

ANDREW REYNOLDS SMITH – 132,158

MARTYN VAUGHAN – 76,866

23. Any additional information

THE AWARDS ARE EXERCISABLE TO THE EXTENT THAT CERTAIN PERFORMANCE CRITERIA ARE SATISFIED BY THE COMPANY OVER THE 3 YEAR PERFORMANCE PERIOD, WHICH COMMENCED ON 1 JANUARY 2006, AND THE SATISFACTION BY THE EXECUTIVE DIRECTOR/PDMR OF A PERSONAL SHAREHOLDING REQUIREMENT.

24. Name of contact and telephone number for queries

CHRISTOPHER WINTERS
01527 533383

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

CHRISTOPHER WINTERS

Date of notification

24 APRIL 2006