

GLAXOSMITHKLINE PLC  
Form 6-K  
May 29, 2009

**FORM 6-K**

**SECURITIES AND EXCHANGE COMMISSION  
Washington D.C. 20549**

**Report of Foreign Issuer**

**Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934**

For period ending May 2009

**GlaxoSmithKline plc**  
(Name of registrant)

**980 Great West Road, Brentford, Middlesex, TW8 9GS**  
(Address of 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

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Indicate by check mark whether the registrant by furnishing the  
information contained in this Form is also thereby furnishing the  
information to the Commission pursuant to Rule 12g3-2(b) under the

Securities Exchange Act of 1934.

Yes No x

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**Notification  
of Transactions of Directors and  
Persons Discharging  
Managerial Responsibility  
Awards  
made by  
GlaxoSmithKline**

On  
28 May  
2009  
the Company granted  
share-based awards to Directors  
and  
Persons Discharging Managerial Responsibility

under the  
GlaxoSmithKline  
2009  
Performance Share Plan  
("the 2009 Performance Share Plan")  
. These awards  
are subject to performance conditions  
.

The  
2009  
Performance Share Plan  
was  
approved by shareholders on  
20 May 2009  
, and allows  
awards to be made to senior executives in the Group, including the Executive Directors.

The details of these awards are shown below.

**2009**

**Performance Share Plan**

Under the terms of the  
2009 Performance  
Share Plan, contingent awards  
are granted  
over a

designated number of Ordinary shares or American Depository Shares (ADSs), with the percentage of awards ultimately vesting depending on performance.

There are two parts to the performance condition

:

- 60% of each award is subject to a Total Shareholder Return ("TSR") condition .
- The remaining 40% of each award is subject to an Adjusted Free Cash Flow target .

The performance period for the part which is subject to Free Cash Flow and for 50% of the part which is subject to TSR is three years

(

1 January 2009

to

31 December 2011

) and for the other 50% of the part subject to TSR

is four years (

1 January 2009

to

31 December 2012

)

.

The TSR Condition:-

The TSR

condition compares the TSR

of

the Company's

shares with the TSR of the shares of

12

comparator companies over the

performance

periods

. No awards will vest if  
the Company

delivers returns which, when ranked against these companies, rank below the  
median

.  
At median position, vesting is at 30%.  
Vesting increases on a sliding scale  
with  
100% of the award vesting where the Company is ranked  
in the upper quartile of  
the comparator group

.  
For these purposes, "Median" is calculated as the average TSR performance of the 6<sup>th</sup>  
and 7<sup>th</sup>  
placed companies in the comparator group (when excluding the Company). "Upper Quartile" is calculated  
as the average TSR performance of the 3<sup>rd</sup>  
and 4<sup>th</sup>  
placed companies in the comparator group (when excluding the Company).

Where  
the Company  
's TSR performance falls between two comparator companies, vesting is calculated on a straight-line basis

.  
To the extent that each part of an award does not vest after the appropriate performance period, it  
will  
lapse.

The companies in the  
TSR  
comparator group are Abbott Laboratories, AstraZeneca, Bristol-Myers Squibb, Eli Lilly & Co, Johnson &  
Johnson, Merck, Novartis, Pfizer, Roche, Sanofi-Aventis, Schering-Plough, and Wyeth.

It is currently anticipated that two of the companies in the TSR comparator group may be acquired during  
the performance period, in which case the comparator group will be reduced to 10 companies and the  
vesting schedule will be adjusted accordingly.

The Adjusted Free Cash Flow target:-

Adjusted  
Free Cash Flow represents the operating profit of the business  
adjusted for material factors  
which would typically include exchange rate movements and may include legal and major taxation  
settlements and special pension contributions. The impact of any acquisition or divestment will be  
quantified and adjusted for at the time of the event. The Free Cash Flow target for these awards is £13.5  
billion, where vesting  
for this part of each award

will be at 25%, with maximum vesting for this part of the award at £16 billion. Vesting between these levels will be on a straight-line basis.

To the extent that this part of the award does not vest at the end of

the performance period, it will lapse.

The individuals in the tables below, who are all Executive Directors or persons discharging managerial responsibility

(PDMRs)

, were each granted an award under the terms of the 2009

Performance Share

Plan as set out. Awards are granted over either the Company's 25p Ordinary s

hares or over the Company's ADSs. One ADS equals two Ordinary s

hares.

Dividends accrue on the shares during the vesting period and vest to the extent that awards

vest

at the end of the relevant performance period (these are not included in the figures below)

**Number of Ordinary s**  
**hares potentially vesting**  
**in respect of the part of the award subject to the TSR condition**

	<b>Less than median</b>	<b>Equal to median position</b>	<b>Upper quartile and above</b>
Mr A P Witty*	0	84,745	282,485
Mr J S Heslop*	0	35,593	118,644
Mr J M Clarke	0	13,860	46,200
Mr S A Hussain	0	13,860	46,200

Mr E J Gray	0	9,000	30,000
Mr J Stephenne	0	9,000	30,000
Mr M Dunoyer	0	7,110	23,700
M s	0	7,110	23,700
C Thomas			
Mr D Redfern	0	5,220	17,400
Mr S M Bicknell	0	3,825	12,750
Mr D Learmouth	0	3,825	12,750

\*

denotes an Executive Director

**Number of ADSs  
potentially vesting  
in respect of the part of the award subject to the TSR condition**

(N

.

B. One ADS represents two Ordinary

s

hares)

	<b>Less than median</b>	<b>Equal to median position</b>	<b>Upper quartile and above</b>
Dr M Slaoui*	0	12,420	41,400
Mr DJ Phelan	0	6,930	23,100
Mr D Pulman	0	6,930	23,100
Mr D Troy	0	10,395	34,650
Ms D Connelly	0	13,860	46,200
Mr W C Louv	0	4,500	15,000

\*

denotes an Executive Director

**Number of Ordinary s  
hares potentially vesting  
in respect of the part of the  
award subject to the Free Cash  
Flow target**

	<b>Less than threshold</b>	<b>Threshold</b>	<b>Maximum</b>
Mr A P Witty*	0	47,081	188,324
Mr J S Heslop*	0	19,774	79,096

Mr J M Clarke	0	7,700	30,800
Mr S A Hussain	0	7,700	30,800
Mr E J Gray	0	5,000	20,000
Mr J Stephenne	0	5,000	20,000
Mr M Dunoyer	0	3,950	15,800
M s C Thomas	0	3,950	15,800
Mr D Redfern	0	2,900	11,600
Mr S M Bicknell	0	2,125	8,500
Mr D Learmouth	0	2,125	8,500

\*  
denotes an Executive Director

**Number of ADSs potentially  
vesting  
in respect of the part of the  
award subject to the Free Cash  
Flow target**

(N

.

B. One ADS represents two  
Ordinary  
s  
hares)

**Less than Threshold Maximum  
threshold**

Dr M Slaoui*	0	6,900	27,600
Mr DJ Phelan	0	3,850	15,400
Mr D Pulman	0	3,850	15,400
Mr D Troy	0	5,775	23,100
Ms D Connelly	0	7,700	30,800
Mr W C Louv	0	2,500	10,000

\*  
denotes an Executive Director

The vesting dates  
for these awards  
will be the dates, following the end of the three and four year performance periods, on which  
the Remuneration Committee  
determines the extent to which  
the performance conditions have been satisfied or  
such other later dates as determined by the Remuneration Committee.

All of the above awards were made on 28 May 2009

. The price of an Ordinary share  
on this date was £

10.51

and

the price of an ADS was \$

33.50

.  
The awards made to Mr Witty and Mr Heslop were determined, in accordance with the 2009 Performance Share Plan rules, using an Ordinary share price of £10.62 which was the closing price on the day before the grant.

The Company, Directors and  
Persons Discharging Managerial Responsibility were advised of these transactions on 29 May 2009

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This notification is made in accordance with  
Disclosure and Transparency Rule 3.1.4R(1)(a).

**V Whyte**  
**Deputy**  
**Company Secretary**

29 May 2009

**Enquiries:**

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**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 authorised.

**GlaxoSmithKline plc**  
(Registrant)

Date: May 29, 2009

By: VICTORIA WHYTE

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Victoria Whyte  
Authorised Signatory for and on  
behalf of GlaxoSmithKline plc