

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

This notification relates to a transaction notified in accordance with DTR 3.1.2 R and 3.1.4 R (1)(a)

1	Name of the issuer
	HSBC Holdings plc
2	Name of the person discharging managerial responsibilities or, where applicable, the name of the person connected with a person discharging managerial responsibilities
	i) S T Gulliver, a person discharging managerial responsibilities ii) J Gulliver, a person connected with S T Gulliver (a person discharging managerial responsibilities)
3	Description of shares (including class), debentures, derivatives or any other financial instruments relating to shares
	US\$0.50 ordinary shares
4	State the nature of the transaction
	(i) Acquisition / scrip dividend on conditional awards under the HSBC Share Plan (ii) Acquisition / scrip dividend (iii) The Trustee has released and subsequently sold 175 ordinary shares representing the scrip dividend for the 2010 fourth interim dividend in respect of the partial vesting of the total shareholder return part of the 2008 Performance Share award under the HSBC Share Plan that vested on 4 April 2011.
5	Number of shares, derivatives or any other financial instruments relating to shares acquired
	(i) 20,241 (ii) 7
6	Number of shares, derivatives or any other financial instruments relating to shares disposed
	(iii) 175
7	Price per share or value of transactions
	(i) and (ii) US\$10.2564 (ii) £6.4877
8	Date and place of transactions
	5 May 2011, London
9	Date issuer informed of transactions

	10 May 2011
10	Total holding following notification
	4,466,199
11	Name of duly authorised officer/official of issuer responsible for making notification
	Peter Harvey, Senior Assistant Secretary, 020 7992 1401
12	Date of notification
	10 May 2011