MEDTRONIC INC

Form 4

October 25, 2004

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number:

Expires:

January 31, 2005

0.5

Estimated average burden hours per

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** FIOLA JANET S			2. Issuer Name <b>and</b> Ticker or Trading Symbol MEDTRONIC INC [MDT]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Choon an approach)		
MEDTRONIC, INC., 710 MEDTRONIC PARKWAY, M.S. LC310			(Month/Day/Year) 10/21/2004	Director 10% Owner _X_ Officer (give title Other (specify below)  Sr VP, Human Resources		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
MINNEAPOLIS, MN 55432-5604			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
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1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	<ol><li>Nature of</li></ol>
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
					Reported		
				(A)	Transaction(s)		
			G 1 17	or	(Instr. 3 and 4)		
			Code V	Amount (D) Price	· ·		
Common					92,768.677	D	
Stock					92,700.077	D	
Deferred					2,264.347	D	
Stock Units	S				2,204.347	D	
Common					8,051.713	I	By ESOP
Stock					0,031.713	1	by ESOP
Common					22 561	т	By
Stock					33,561	I	Husband

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

#### Edgar Filing: MEDTRONIC INC - Form 4

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	<ol><li>Date Exercisab</li></ol>	le and	7. Title and A	Amount o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	Expiration Date		Underlying S	Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year	•)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of				
	Security				(D)				
					(Instr. 3, 4,				
					and 5)				
						Date Exercisable	Expiration Date	Title	Amount or Number
				Code V	(A) (D)				of Share
Stock									
Options (Right to	\$ 50	10/21/2004		A	34,000	10/21/2004(1)	10/21/2014	Common Stock	34,000

#### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FIOLA JANET S MEDTRONIC, INC. 710 MEDTRONIC PARKWAY, M.S. LC310 MINNEAPOLIS, MN 55432-5604

Sr VP, Human Resources

## **Signatures**

buy)

Gary A. Nelson, Attorney-in-fact

\*\*Signature of Reporting Person Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These options become exercisable at the rate of 25% per year beginning with the first anniversary of the grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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