

MEDTRONIC INC  
Form 4  
June 29, 2005

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BALAGNA JEFFREY A

(Last) (First) (Middle)

MEDTRONIC, INC., 710  
MEDTRONIC PARKWAY, M.S.  
LC310

(Street)

MINNEAPOLIS, MN 55432-5604

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MEDTRONIC INC [MDT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/27/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Sr VP & Chief Info Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	06/27/2005		M		34,483 A \$ 43.5	D	
Common Stock	06/27/2005		M		22,287 A \$ 44.87	D	
Common Stock	06/27/2005		M		9,780 A \$ 46.01	D	
Common Stock	06/27/2005		M		104,734 A \$ 47.74	D	
Common Stock	06/27/2005		M		15,690 A \$ 47.8	D	

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Common Stock	06/27/2005	S	12,300	D	\$ 53	197,881.913	D	
Common Stock	06/27/2005	S	8,000	D	\$ 53.01	189,881.913	D	
Common Stock	06/27/2005	S	900	D	\$ 53.02	188,981.913	D	
Common Stock	06/27/2005	S	1,200	D	\$ 53.03	187,781.913	D	
Common Stock	06/27/2005	S	4,900	D	\$ 53.04	182,881.913	D	
Common Stock	06/27/2005	S	25,800	D	\$ 53.05	157,081.913	D	
Common Stock	06/27/2005	S	1,000	D	\$ 53.07	156,081.913	D	
Common Stock	06/27/2005	S	2,000	D	\$ 53.08	154,081.913	D	
Common Stock	06/27/2005	S	4,500	D	\$ 53.09	149,581.913	D	
Common Stock	06/27/2005	S	8,800	D	\$ 53.1	140,781.913	D	
Common Stock	06/27/2005	S	13,800	D	\$ 53.11	126,981.913	D	
Common Stock	06/27/2005	S	7,600	D	\$ 53.12	119,381.913	D	
Common Stock	06/27/2005	S	1,500	D	\$ 53.13	117,881.913	D	
Common Stock	06/27/2005	S	4,000	D	\$ 53.14	113,881.913	D	
Common Stock	06/27/2005	S	88,674	D	\$ 53.15	25,207.913	D	
Common Stock	06/27/2005	S	2,000	D	\$ 53.17	23,207.913	D	
Common Stock	06/28/2005	M	5,231	A	\$ 47.8	28,438.913	D	
Common Stock	06/28/2005	S	4,900	D	\$ 53	23,538.913	D	
Common Stock	06/28/2005	S	331	D	\$ 53.01	23,207.913	D	
Common Stock						584.606	I	By 401(k) Plan
						759.976	I	By ESOP

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Common  
Stock

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Options (Right to buy)	\$ 43.5	06/27/2005		M	34,483	10/25/2002 <sup>(1)</sup>	10/25/2011	Common Stock	34,483
Stock Options (Right to buy)	\$ 44.87	06/27/2005		M	22,287	10/24/2003 <sup>(1)</sup>	10/24/2012	Common Stock	22,287
Stock Options (Right to buy)	\$ 46.01	06/27/2005		M	9,780	10/23/2004 <sup>(1)</sup>	10/23/2013	Common Stock	9,780
Stock Options (Right to buy)	\$ 47.74	06/27/2005		M	104,734	03/12/2002 <sup>(1)</sup>	03/12/2011	Common Stock	104,734
Stock Options (Right to buy)	\$ 47.8	06/27/2005		M	15,690	06/28/2003 <sup>(2)</sup>	06/28/2011	Common Stock	15,690
Stock Options (Right to buy)	\$ 47.8	06/28/2005		M	5,231	06/28/2003 <sup>(2)</sup>	06/28/2011	Common Stock	5,231

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BALAGNA JEFFREY A MEDTRONIC, INC. 710 MEDTRONIC PARKWAY, M.S. LC310 MINNEAPOLIS, MN 55432-5604			Sr VP & Chief Info Officer	

## Signatures

Neil P. Ayotte,  
Attorney-in-fact

06/27/2005

\*\*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% of the shares granted per year beginning on the first anniversary of grant.
  - (2) These options become exercisable at the rate of 50% of the shares granted on the second anniversary and 25% each on the third and fourth anniversary, respectively.

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