

POZEN ROBERT C

Form 4

October 20, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
POZEN ROBERT C

(Last) (First) (Middle)

MFS INVESTMENT
MANAGEMENT, 500 BOYLSTON

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/16/2008

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 ____ Other (specify
below) below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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) |
|---------------------------------------|---|---|---|--|--|--|---|
| Common Stock | | | Code V | Amount (D) Price | 29,812.201 | D | |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)

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| 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) | 8. Amount or Number of Shares |
|---|---|---|---|---|---|--|--------------------|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option (right to buy) | \$ 50 | 10/16/2008 | | G | V 2,400 | 08/24/2006 | 10/21/2014 | Common Stock | 2,400 |
| Stock Option (right to buy) | \$ 52.33 | 10/16/2008 | | G | V 1,147 | 08/24/2006 | 11/11/2014 | Common Stock | 1,147 |
| Stock Option (right to buy) | \$ 50.34 | 10/16/2008 | | G | V 1,590 | 04/28/2008 | 04/28/2018 | Common Stock | 1,590 |
| Stock Option (right to buy) | \$ 57 | 10/16/2008 | | G | V 4,211 | 08/24/2006 | 08/31/2015 | Common Stock | 4,211 |
| Stock Option (right to buy) | \$ 46.91 | 10/16/2008 | | G | V 1,493 | 09/01/2006 | 09/01/2016 | Common Stock | 1,493 |
| Stock Option (right to buy) | \$ 52.84 | 10/16/2008 | | G | V 1,010 | 09/01/2007 | 09/01/2017 | Common Stock | 1,010 |
| Stock Option (right to buy) | \$ 56.99 | 10/16/2008 | | G | V 1,229 | 08/24/2006 | 09/01/2015 | Common Stock | 1,229 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

POZEN ROBERT C
MFS INVESTMENT MANAGEMENT
500 BOYLSTON
BOSTON, MA 02116

Signatures

James N. Spolar 10/20/2008

 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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