### **MEDTRONIC INC**

Form 4

August 01, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

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

Check this box

obligations may continue. See Instruction

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)

(Ctata)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading COYLE MICHAEL J Issuer Symbol MEDTRONIC INC [MDT] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner \_ Other (specify Officer (give title 710 MEDTRONIC PKWY MS 07/30/2012 below) LC300 EVP & Group Pres, Cardiac&Vasc (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting MINNEAPOLIS, MN 55432 Person

(City)	(State) (2	Table Table	I - Non-De	erivative So	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	Code	4. Securities Acquired n(A) or Disposed of (D)		5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	Indirect Beneficial	
		(Month/Day/Year)	(Instr. 8)  Code V	(Instr. 3, 4) Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock							3,738.526	I	by spouse
Common Stock							250	I	by family trust
Common Stock (2)	07/30/2012		A(3)	18,913	A	\$0	77,680.032	D	

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

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#### number.

# 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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securition (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to buy)	\$ 38.81	07/30/2012		A	75,548	07/30/2013(1)	07/30/2022	Common Stock	75,5

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
COYLE MICHAEL J			EVP & Group				
710 MEDTRONIC PKWY MS LC300			Pres,				
MINNEAPOLIS, MN 55432			Cardiac&Vasc				

## **Signatures**

Rhonda L. Ingalsbe, Attorney-in-fact

08/01/2012

\*\*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) This balance increased by 1527.938 shares due to exempt transactions such as dividend reinvestment.
- The restrictions on these units shall lapse 100% on the third anniversary of the Grant Date if the Company's cumulative diluted earnings (3) per share growth during the 36 month period ending on the last day of the Company's fiscal year 2015 equals or exceeds a 3% compound annual growth rate, as determined by the Compensation Committee.

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.

Reporting Owners 2