Edgar Filing: MEDTRONIC INC - Form 4

MEDTRONIC INC

Form 4	IC INC										
October 30, 2	_									PPROVAL	
FORM	S SECUR Was	TTIES A		3235-0287							
Check thi if no long subject to Section 1 Form 4 o	6. STATE	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Expires: January 31 2005 Estimated average burden hours per response 0.5	
Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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							0.0				
(Print or Type F	Responses)										
1. Name and Address of Reporting Person <u>*</u> SCHULER JACK W			2. Issuer Name and Ticker or Trading Symbol MEDTRONIC INC [MDT]				2	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			(Check all applicable)					
STERICYCLE, INC., 28161 N KEITH DR.			(Month/Day/Year) 10/27/2006					XDirector10% Owner Officer (give titleOther (specify below) 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
	(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)							
LAKE FOR	EST, IL 60045							Form filed by M Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securit	ies Ac	quired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	an		emed on Date, if 'Day/Year)	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
				Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock								131,230.695	D		
Common Stock								8,800	Ι	By Wife	

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

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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 iorDerivative 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 or Number of Shares
Phantom Stock	<u>(1)</u>	10/27/2006		А	51.3663		(2)	(2)	Common Stock	51.3663

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SCHULER JACK W STERICYCLE, INC. 28161 N KEITH DR. LAKE FOREST, IL 60045	Х						
Signatures							
Keyna P. Skeffington, Attorney-in-fact		10/30/2006					
**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).
- (2) Shares of phantom stock and dividend equivalents are payable in cash January 2015 or upon the reporting person's termination. The reporting person may transfer his phantom stock account into an alternative investment at any time.
- (1) Each share of phantom stock represents the right to receive the cash value of one share of MDT common stock.

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.