Edgar Filing: TENGION INC - Form 4

TENCION INC

Form 4										
January 10, 20 FORM	4 UNITE	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							OMB APPROVAL OMB 3235-0287 Number: January 31, 2005 Estimated average burden hours per response 0.5	
Check this b if no longer subject to Section 16. Form 4 or Form 5 obligations may continu <i>See</i> Instruct 1(b).	STATI Filed p le. Section 1									
(Print or Type Res	sponses)									
1. Name and Address of Reporting Person <u>*</u> MEDTRONIC INC			2. Issuer Name and Ticker or Trading Symbol TENGION INC [TNGN]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 710 MEDTRONIC PARKWAY, NE			3. Date of Earliest Transaction (Month/Day/Year) 01/08/2013				(Check all applicable) <u> — Director</u> Officer (give title <u> — X_</u> 10% Owner <u> — Other (specify</u> below)			
				ndment, Data th/Day/Year)	e Original		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecurities Ac	quired, Disposed o	f, or Beneficia	lly Owned	
	2. Transaction I (Month/Day/Ye	ear) Executio any	med on Date, if Day/Year)	3. Transactio Code (Instr. 8)	Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	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	247,350 <u>(1)</u>	D		

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)

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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)	4.5. Number of DerivativeTransactionSecurities Acquired (A)Codeor Disposed of (D)(Instr. 8)(Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and 4	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Common Stock Warrant (right to buy)	\$ 28.8 <u>(1)</u>	01/08/2013		Н		185,513	03/04/2011	03/04/2016	Common Stock
Common Stock Warrant (right to buy)	\$ 1.1 (<u>1</u>)	01/08/2013		Р	4,857,068		01/08/2013	03/04/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address		Relationsh			
	Director	tor 10% Owner Office		Other	
MEDTRONIC INC 710 MEDTRONIC PARKWAY, NE MINNEAPOLIS, MN 55432		Х			
Signatures					
Gary L. Ellis, Senior Vice President a Officer	01/10/2013				
**Signature of Reporting Pe	Date				
Evaluation of Deene		_			

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) On 6/14/12, the Company completed a one-for-ten reverse stock split. All common stock amounts and exercise prices in the filing relating to securities acquired prior to 6/14/12 have been adjusted to reflect the one-for-ten reverse stock split.
- The reported transactions consist of an amendment and restatement of warrants pursuant to an Exchange Agreement executed January 8,
- (2) 2013, effective December 31, 2012. The amendment is reported above as the cancellation of a warrant to purchase 185,513 shares at \$28.80 per share and the acquisition of a warrant to purchase 4,857,068 shares at \$1.10 per share.

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.