### Edgar Filing: MEDTRONIC INC - Form 4

MEDTRON Form 4	IC INC										
September 0	2, 2005										
FORM A							OMB APPROVAL				
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMMISSION	OMB Number:	3235-0287	
Check th if no lon, subject to Section 1 Form 5 obligation may con <i>See</i> Instr 1(b).	ger o 16. or Filed put inns tinue. Section 170	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							Expires:January 31, 2005Estimated average burden hours per response0.5		
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> BRODY WILLIAM R MD PHD			2. Issuer Name <b>and</b> Ticker or Trading Symbol MEDTRONIC INC [MDT]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) THE JOHNS HOPKINS UNIVERSITY, 3400 N CHARLES, 242 GARLAND HL			<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>08/31/2005</li></ul>					<ul> <li>_X_ Director 10% Owner Other (specify below)</li> <li>6. Individual or Joint/Group Filing(Check Applicable Line)X_ Form filed by One Reporting Person</li> </ul>			
				ed(Month/Day/Year)							
BALTIMO	RE, MD 21218							Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative Sec	curities	s Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		Code	4. Securities or Disposed of (Instr. 3, 4 an Amount	of (D)	red (A) Price	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	08/31/2005			A	1,119.923 ( <u>1)</u>	A	\$ 0	12,654.791 (2)	D		
Common Stock								5,197	Ι	Brody Family Trust	

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exerci Expiration Dat (Month/Day/Y	æ	7. Title and Amount of Underlying Securities (Instr. 3 and 4)16	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 57	08/31/2005		А	4,667	08/31/2005	08/31/2015	Common Stock	4,667
Stock Options (Right to buy)	\$ 56.99	09/01/2005		A	1,229	09/01/2005	09/01/2015	Common Stock	1,229

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BRODY WILLIAM R MD PHD THE JOHNS HOPKINS UNIVERSITY 3400 N CHARLES, 242 GARLAND HL BALTIMORE, MD 21218	Х					
Signatures						
Neil P. Ayotte, Attorney-in-fact 09/02	/2005					

\*\*Signature of Reporting Person

### **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) This balance includes 6654.791 total deferred stock units payable on or after retirement or resignation.

Date

(1) Deferred units credited under the Medtronic, Inc. Outside Director's Compensation Plan to be paid in Medtronic common stock upon the director's resignation or retirement.

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.

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