

MEDTRONIC INC

Form 4

June 27, 2013

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FINDLAY D CAMERON

(Last) (First) (Middle)

**710 MEDTRONIC PKWY MS
LC300**

(Street)

MINNEAPOLIS, MN 55432

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/26/2013

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)
SrVP Gneral Counsel & Corp Sec

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/26/2013		M		33,222	A	\$ 36.12
					106,843.397	D	
Common Stock	06/26/2013		M		31,974	A	\$ 37.53
					138,817.397	D	
Common Stock	06/26/2013		M		17,202	A	\$ 34.88
					156,019.397	D	
Common Stock <u>(2)</u>	06/26/2013		S		75,042 <u>(3)</u>	D	\$ 52.2023
					80,977.397	D	

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

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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)

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 36.12	06/26/2013		M	33,222	11/02/2010 ⁽¹⁾ 11/02/2019	Common Stock 33,2
Employee Stock Option (right to buy)	\$ 37.53	06/26/2013		M	31,974	08/02/2011 ⁽¹⁾ 08/02/2020	Common Stock 31,7
Employee Stock Option (right to buy)	\$ 34.88	06/26/2013		M	17,202	08/01/2012 ⁽¹⁾ 08/01/2021	Common Stock 17,2

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FINDLAY D CAMERON 710 MEDTRONIC PKWY MS LC300 MINNEAPOLIS, MN 55432	SrVP Gneral Counsel & Corp Sec

Signatures

Rhonda L. Ingalsbe,
Attorney-in-fact 06/27/2013

__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 872,479 shares due to exempt transactions such as dividend reinvestment.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.03

(3) to \$52.33, inclusive. The reporting person undertakes to provide to Medtronic, any security holder of Medtronic, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

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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