

BRODY WILLIAM R MD PHD  
 Form 4  
 September 03, 2002

1. Name and Address of Reporting Person  
 Brody, M.D., Ph.D., William R.  
 The Johns Hopkins University  
 3400 N Charles, 242 Garland Hl  
 Baltimore, MD 21218
2. Issuer Name and Ticker or Trading Symbol  
 Medtronic, Inc. (MDT)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year  
 09/01/2002
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 Director                       10% Owner  
 Officer (give title below)    Other (specify below)
7. 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	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code  V	4. Securities Acquired (A) or Disposed of (D)			5. Amou Secu Bene Owe End Mont
		Code	Amount	A/D	Price	
Common Stock						6000
Common Stock						4932

TABLE II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Deriv- ative Security	3. Transac- tion Date (Month/ Day/Year)	4. Transac- tion Code	5. Acquired (A) Disposed (D)	6. Number of Derivative Securities	7. Date Exercisable and Expiration Date (Month/Day/Year)	8. Title of Underlying Securities	9. Amount or Number of Shares	10. Price
Stock Options (Right to buy)	\$41.18	08/31/2002	A		5829	08/31/2002 08/31/2012	Common Stock	5829	\$
Stock Options	\$41.18	09/01/2002	A		1458	09/01/2002 09/01/2012	Common	1458	\$

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(Right to buy)				Stock
Right to	\$0	08/31/2002 A	1481.	Common 1481.319 \$
Receive Stock			319	