MEDTRONIC INC

Form 4

December 08, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Number: January 31, Expires: 2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Estimated average burden hours per response...

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person
EIOI A LANET C

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

FIOLA JANET S

Symbol

12/07/2005

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

MEDTRONIC INC [MDT]

Director 10% Owner

MEDTRONIC, INC., 710

(Month/Day/Year)

Other (specify X_ Officer (give title below)

MEDTRONIC PARKWAY, M.S. LC310

Sr VP, Human Resources

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X_ Form filed by One Reporting Person Form filed by More than One Reporting

MINNEAPOLIS, MN 55432-5604

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					

								• •	*	7
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 on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	12/05/2005		G	V	232	D	\$0	94,183.603 (1)	D	
Common Stock	12/07/2005		G	V	1,383	D	\$0	92,800.603 (1)	D	
Common Stock								8,398.341	I	By ESOP
Common Stock	12/07/2005		G	V	1,009	D	\$0	32,108	I	By Husband

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

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SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securi	ties	(Instr. 5)
	Derivative				Securities			(Instr. 3 and 4)		
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									A	
									Amount	
						Date Exercisable	Expiration Date	Title N	or Name la sur	
									Number	
				C 1 W	(A) (D)				of	
				Code V	(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FIOLA JANET S MEDTRONIC, INC. 710 MEDTRONIC PARKWAY, M.S. LC310 MINNEAPOLIS, MN 55432-5604

Sr VP, Human Resources

Signatures

Neil P. Ayotte,

Attorney-in-fact 12/08/2005

**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) Includes 493 shares acquired under the 1995 Employee Stock Purchase Plan on November 1, 2005.

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