

MEDTRONIC INC
Form 4
July 15, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Dallas H James

(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)
07/11/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ Officer (give title below) _____ 10% Owner
____ Other (specify below)
SrVP Quality, Operations, IT

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	07/11/2013		M		30,031	A	\$ 49.95
					121,440.844	D	
Common Stock	07/11/2013		M		18,481	A	\$ 48.7
					139,921.844	D	
Common Stock	07/11/2013		M		23,028	A	\$ 47.77
					162,949.844	D	
Common Stock ⁽²⁾	07/11/2013		S		69,889	D	\$
					⁽³⁾ 53.721		93,060.844
						D	

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

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(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 of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 49.95	07/11/2013		M	30,031	05/01/2007 ⁽¹⁾ 05/01/2016	Common Stock	30,0
Employee Stock Option (right to buy)	\$ 48.7	07/11/2013		M	18,481	10/30/2007 ⁽¹⁾ 10/30/2016	Common Stock	18,4
Employee Stock Option (right to buy)	\$ 47.77	07/11/2013		M	23,028	10/29/2008 ⁽¹⁾ 10/29/2017	Common Stock	23,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dallas H James 710 MEDTRONIC PKWY MS LC300 MINNEAPOLIS, MN 55432			SrVP Quality, Operations, IT	

Signatures

Rhonda L. Ingalsbe,
Attorney-in-fact
07/15/2013

**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 136 shares due exempt transactions.

(3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.685 to \$53.7598, 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 within the ranges set forth.

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.