

MEDTRONIC INC
Form 3
August 10, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
A Wehrly Peter L
(Last) (First) (Middle)

2. Date of Event Requiring Statement
(Month/Day/Year)
08/01/2005

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

4. Relationship of Reporting Person(s) to Issuer

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

MEDTRONIC, INC., 710
MEDTRONIC PARKWAY, M.S.
LC310

(Street)

MINNEAPOLIS, MN 55432-5604

(City) (State) (Zip)

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
VP & Pres, Spinal & Navigation

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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	6,334.251	D	A
Common Stock	243.452	I	by 401(k)
Common Stock	1,396.365	I	by ESOP

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

SEC 1473 (7-02)

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

1. Title of Derivative Security	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial
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(Instr. 4)	(Month/Day/Year)		Derivative Security (Instr. 4)		or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options (Right to buy)	10/25/2002 ⁽¹⁾	10/25/2011	Common Stock	15,518	\$ 43.5	D	Â
Stock Options (Right to buy)	10/24/2003 ⁽¹⁾	10/24/2012	Common Stock	15,601	\$ 44.87	D	Â
Stock Options (Right to buy)	10/23/2004 ⁽¹⁾	10/23/2013	Common Stock	19,561	\$ 46.01	D	Â
Stock Options (Right to buy)	10/21/2004	10/21/2014	Common Stock	20,000	\$ 50	D	Â
Stock Options (Right to buy)	10/26/2001 ⁽¹⁾	10/26/2010	Common Stock	8,059	\$ 51.625	D	Â
Stock Options (Right to buy)	05/01/2001 ⁽¹⁾	05/01/2010	Common Stock	19,139	\$ 52.25	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Wehrly Peter L MEDTRONIC, INC. 710 MEDTRONIC PARKWAY, M.S. LC310 MINNEAPOLIS, MN 55432-5604	Â	Â	Â	VP & Pres, Spinal & Navigation	Â

Signatures

Keyna P. Skeffington 08/10/2005

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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.

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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