

MEDTRONIC INC  
Form 8-K  
August 30, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 25, 2011

**Medtronic, Inc.**

(Exact name of Registrant as Specified in its Charter)

**Minnesota**  
(State or other jurisdiction  
of incorporation)

**1-7707**  
(Commission  
File Number)

**41-0793183**  
(IRS Employer  
Identification No.)

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**710 Medtronic Parkway Minneapolis, Minnesota**

**(Address of principal executive offices)**

**(Registrant's telephone number, including area code): (763) 514-4000**

**55432**

**(Zip Code)**

**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

The 2011 Annual Meeting of Shareholders of Medtronic, Inc. (the Company) was held on August 25, 2011. The votes cast with respect to each item of business properly presented at the meeting are as follows:

The shareholders elected each of the eleven nominees to the Board of Directors to serve for one-year terms, as follows:

|                            | For         | Withheld    | Broker Non-Vote |
|----------------------------|-------------|-------------|-----------------|
| Richard H. Anderson        | 722,886,180 | 29,882,172  | 114,631,853     |
| David L. Calhoun           | 475,257,231 | 277,511,121 | 114,631,853     |
| Victor J. Dzau, M.D.       | 744,463,905 | 8,304,447   | 114,631,853     |
| Omar Ishrak                | 724,805,149 | 27,963,203  | 114,631,853     |
| Shirley Ann Jackson, Ph.D. | 678,889,286 | 73,879,066  | 114,631,853     |
| James T. Lenehan           | 744,829,280 | 7,939,072   | 114,631,853     |
| Denise M. O'Leary          | 739,826,442 | 12,941,910  | 114,631,853     |
| Kendall J. Powell          | 649,194,876 | 103,573,476 | 114,631,853     |
| Robert C. Pozen            | 742,896,923 | 9,871,429   | 114,631,853     |
| Jean-Pierre Rosso          | 720,192,760 | 32,575,592  | 114,631,853     |
| Jack W. Schuler            | 611,656,100 | 141,112,252 | 114,631,853     |

The shareholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the 2012 fiscal year.

|                 |             |
|-----------------|-------------|
| For             | 859,736,337 |
| Against         | 6,654,794   |
| Abstain         | 1,009,074   |
| Broker Non-Vote | N/A         |

The shareholders adopted the non-binding resolution approving the compensation of the Company's named executive officers as described in the Company's 2011 proxy statement.

|                 |             |
|-----------------|-------------|
| For             | 558,860,528 |
| Against         | 191,156,521 |
| Abstain         | 2,751,303   |
| Broker Non-Vote | 114,631,853 |

The shareholders cast non-binding votes to determine the frequency (whether annual, biennial or triennial) with which the shareholders will be entitled to have a future advisory vote on the compensation of the Company's named executive officers. A plurality of shareholders favored an annual advisory vote on the compensation of the Company's named executive officers. Based on the Board of Directors recommendation in the Company's 2011 proxy statement and the voting results, the Company has determined to hold an advisory vote on executive compensation annually.

|                 |             |
|-----------------|-------------|
| 1 Year          | 643,748,639 |
| 2 Years         | 2,524,105   |
| 3 Years         | 103,175,722 |
| Abstain         | 3,319,886   |
| Broker Non-Vote | N/A         |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MEDTRONIC, INC.

By /s/ Gary L. Ellis  
Gary L. Ellis  
Senior Vice President and Chief Financial Officer

Date: August 30, 2011