

SCHULER JACK W
Form 4
December 23, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
SCHULER JACK W

(Last) (First) (Middle)

STERICYCLE INC. 28161 N
KEITH DR

(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/22/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					33,300	I	Tanya Schuler Trust
Common Stock					33,300	I	Theresa Schuler Trust
Common Stock					33,300	I	Tino Schuler Trust
Common Stock					12,900	I	Spouse

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Common Stock						30,000	I	Schuler Family Foundation
Common Stock <u>(1)</u>	12/22/2010		P	100,000 <u>(2)</u>	A	\$ 37.0604	489,780.741	D

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

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SEC 1474
(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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SCHULER JACK W
STERICYCLE INC. 28161 N KEITH DR
LAKE FOREST, IL 60045

Signatures

Rhonda L. Ingalsbe,
Attorney-in-fact

12/23/2010

**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) This balance increased by 199,750 due to exempt transactions such as dividend equivalent credits.

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(2) This stock was purchased at an average price of \$37.0604 made up of the following: 100@36.94, 200@36.9425, 2200@36.945, 100@36.95, 800@36.9525, 3554@36.955, 100@36.96, 200@36.985, 100@36.991, 500@36.9925, 9026@36.995, 21270@37.00, 100@37.005, 3900@37.001, 200@37.015, 50@37.02, 4200@37.025, 4700@37.03, 4300@37.035, 2700@37.04, 2700@37.045, 2200@37.05, 4600@37.07, 3078@37.09, 700@37.095, 3400@37.10, 460@37.11, 1600@37.115, 1662@37.12, 4000@37.13, 3500@37.15, 2200@37.16, 1700@37.17, 1600@37.22, 1100@37.23, 1600@37.24, 1700@37.26, 1100@37.27, 300@37.275, and 2500@37.29.

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.