

MEDTRONIC INC
Form 4
June 20, 2013

FORM 4

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

OMB APPROVAL

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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 *
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)
06/19/2013

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	(D)	Price
Common Stock	06/19/2013		M		35,872	A	\$ 36.24
					151,700.603		D
Common Stock	06/19/2013		M		25,056	A	\$ 35.92
					176,756.603		D
Common Stock	06/19/2013		M		17,746	A	\$ 37.53
					194,502.603		D
Common Stock	06/19/2013		M		11,468	A	\$ 34.88
					205,970.603		D
Common Stock	06/19/2013		S		200	D	\$ 52.08
					205,770.603		D

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Common Stock	06/19/2013	S	12,304 (2)	D	\$ 52.7699	193,466.603	D
Common Stock	06/19/2013	S	2,789 (3)	D	\$ 52.0794	190,677.603	D
Common Stock ⁽⁴⁾	06/19/2013	S	78,824 (5)	D	\$ 52.7556	111,853.603	D

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

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 36.24	06/19/2013		M	35,872	10/27/2009 ⁽¹⁾	10/27/2018	Common Stock	35,872
Employee Stock Option (right to buy)	\$ 35.92	06/19/2013		M	25,056	08/03/2010 ⁽¹⁾	08/03/2019	Common Stock	25,056
Employee Stock Option (right to buy)	\$ 37.53	06/19/2013		M	17,746	08/02/2011 ⁽¹⁾	08/02/2020	Common Stock	17,746
Employee Stock Option (right to buy)	\$ 34.88	06/19/2013		M	11,468	08/01/2012 ⁽¹⁾	08/01/2021	Common Stock	11,468

