MEDTRONIC INC

Form 4 October 17, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WARD SCOTT R			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	MEDTRONIC INC [MDT] 3. Date of Earliest Transaction	(Check all applicable)		
MEDTRONI MEDTRONI LC310			(Month/Day/Year) 10/13/2005	Director 10% Owner _X Officer (give title Other (specify below) Sr VP & Pres, Vascular		

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

(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Owned

Following

Reported

X Form filed by One Reporting Person Form filed by More than One Reporting Person

Direct (D)

or Indirect

(Instr. 4)

(I)

D

Ownership

(Instr. 4)

MINNEAPOLIS, MN 55432-5604

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transactionor Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial

(A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common $M_{\underline{-}}^{(1)}$ 10/13/2005 1,000 23,605.675 Stock 17.0938

Common 10/13/2005 $S^{(1)}$ 1,000 D \$ 55 D 22,605.675 Stock

(Instr. 8)

Common 1,614.233 I By 401(k) Stock

Common I 4,781.821 By ESOP Stock

Common 6,310 I By Wife Stock

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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 on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 17.0938	10/13/2005		M(1)	1,000	11/20/1997(2)	11/20/2006	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships				
coporting of the control of the cont	Director	10% Owner	Officer	Other	
WARD SCOTT R MEDTRONIC, INC. 710 MEDTRONIC PARKWAY, M.S. LC310 MINNEAPOLIS, MN 55432-5604			Sr VP & Pres, Vascular		

Signatures

Neil P. Ayotte, Attorney-in-fact

10/17/2005 Date

**Signature of Reporting Person

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).
- (2) These options become exercisable at the rate of 25% of the shares granted per year beginning on the first anniversary of grant.
- (1) This exercise and sale was effected pursuant to a Rule 10b5-1 trading plan.

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.

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