

MEDTRONIC INC
Form 4
November 22, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
WILSON BARRY W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/21/2005

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Sr VP, Intl Relations

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MINNEAPOLIS, MN 55432-5604

(City) (State) (Zip)

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 (A) or (D) Price			
Common Stock	11/21/2005		M	20,000 A \$ 23.3594	98,338.586 (1) (2)	D	
Common Stock	11/21/2005		S	2,000 D \$ 56	96,338.586 (1) (2)	D	
Common Stock	11/21/2005		S	1,800 D \$ 56.03	94,538.586 (1) (2)	D	
Common Stock	11/21/2005		S	2,200 D \$ 56.04	92,338.586 (1) (2)	D	
Common Stock	11/21/2005		S	2,000 D \$ 56.1	90,338.586 (1) (2)	D	

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Common Stock	11/21/2005	S	1,600	D	\$ 56.13	88,738.586 <u>(1)</u> <u>(2)</u>	D	
Common Stock	11/21/2005	S	3,400	D	\$ 56.15	85,338.586 <u>(1)</u> <u>(2)</u>	D	
Common Stock	11/21/2005	S	1,200	D	\$ 56.18	84,138.586 <u>(1)</u> <u>(2)</u>	D	
Common Stock	11/21/2005	S	2,000	D	\$ 56.2	82,138.586 <u>(1)</u> <u>(2)</u>	D	
Common Stock	11/21/2005	S	1,800	D	\$ 56.21	80,338.586 <u>(1)</u> <u>(2)</u>	D	
Common Stock	11/21/2005	S	1,000	D	\$ 56.23	79,338.586 <u>(1)</u> <u>(2)</u>	D	
Common Stock	11/21/2005	S	1,000	D	\$ 56.25	78,338.586 <u>(1)</u> <u>(2)</u>	D	
Common Stock						1,204.015	I	By ESOP

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee St Opt (Right to Buy)	\$ 23.3594	11/21/2005		M	20,000	08/11/2002	08/11/2007	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

WILSON BARRY W
MEDTRONIC, INC.
710 MEDTRONIC PARKWAY, M.S. LC310
MINNEAPOLIS, MN 55432-5604

Sr VP, Intl Relations

Signatures

Neil P. Ayotte,
Attorney-in-fact

11/22/2005

__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 exercise and sale was effected pursuant to a Rule 10b5-1 trading plan.
 - (2) Includes 493 shares acquired under the 1995 Employee Stock Purchase Plan on November 1, 2005.

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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