

MEDTRONIC INC
Form 4
August 28, 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 *
Syzman Catherine M

(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)
08/26/2013

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)
SrVP & Pres Diabetes

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	08/26/2013		M		9,561	A	\$ 46.01
Common Stock	08/26/2013		M		2,973	A	\$ 50.46
Common Stock	08/26/2013		M		15,000	A	\$ 50
Common Stock	08/26/2013		M		6,899	A	\$ 36.24
Common Stock	08/26/2013		M		18,985	A	\$ 37.53
							34,357.944
							37,330.944
							52,330.944
							59,229.944
							78,214.944

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Common Stock 08/26/2013 S 56,998⁽²⁾ D \$ 52.6042 21,216.944 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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
Employee Stock Option (right to buy)	\$ 46.01	08/26/2013		M	9,561	10/23/2004 ⁽¹⁾ 10/23/2013	Common Stock	9,561
Employee Stock Option (right to buy)	\$ 50.46	08/26/2013		M	2,973	04/30/2005 ⁽¹⁾ 04/30/2014	Common Stock	2,973
Employee Stock Option (right to buy)	\$ 50	08/26/2013		M	15,000	10/21/2004 10/21/2014	Common Stock	15,000
Employee Stock Option (right to buy)	\$ 36.24	08/26/2013		M	6,899	10/27/2009 ⁽¹⁾ 10/27/2018	Common Stock	6,899
Employee Stock Option (right to buy)	\$ 37.53	08/26/2013		M	18,985	08/02/2011 ⁽¹⁾ 08/02/2020	Common Stock	18,985

