

MEDTRONIC INC  
Form 3/A  
November 05, 2004

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 \*  
A CARLSON TERRANCE L  
(Last) (First) (Middle)

2. Date of Event Requiring Statement  
(Month/Day/Year)  
10/01/2004

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

4. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

5. If Amendment, Date Original Filed(Month/Day/Year)  
10/08/2004

MEDTRONIC, INC., 710  
MEDTRONIC PARKWAY, M.S.  
LC310  
(Street)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)  
Sr VP, Genl Counsel & Corp Sec

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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Deferred Stock Units <sup>(1)</sup>	40,734 <sup>(2)</sup>	D	A

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)  Date Exercisable	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)  Title	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Expiration Date	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
Stock Options (Right to buy)	08/15/2005 <sup>(3)</sup> 08/15/2014	61,100 <sup>(2)</sup>	\$ 49.1	D
		Common Stock		Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARLSON TERRANCE L MEDTRONIC, INC. 710 MEDTRONIC PARKWAY, M.S. LC310 MINNEAPOLIS, MN 55432-5604	Â	Â	Â Sr VP, Genl Counsel & Corp Sec	Â

## Signatures

Neil Ayotte,  
Attorney-in-fact

11/04/2004

Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) These units are payable on or after retirement or other termination of employment.
- (2) These awards were originally incorrectly calculated as of 7/21/04 rather than the correct date of 8/15/04. This was an internal clerical error and not a change in the terms of the awards.
- (3) These options, with a grant date of 08/15/2004, become exercisable at the rate of 25% of the shares granted per year beginning on the first anniversary of grant.

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.