

MEDTRONIC INC

Form 4

November 22, 2005

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WILSON BARRY W

(Last) (First) (Middle)

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

(Street)

MINNEAPOLIS, MN 55432-5604

(City) (State) (Zip)

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

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

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 _____ Other (specify
below) below)
Sr VP, Intl Relations

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	(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 (1) (2)	D	
Common Stock	11/21/2005	S	3,400	D	\$ 56.15	85,338.586 (1) (2)	D	
Common Stock	11/21/2005	S	1,200	D	\$ 56.18	84,138.586 (1) (2)	D	
Common Stock	11/21/2005	S	2,000	D	\$ 56.2	82,138.586 (1) (2)	D	
Common Stock	11/21/2005	S	1,800	D	\$ 56.21	80,338.586 (1) (2)	D	
Common Stock	11/21/2005	S	1,000	D	\$ 56.23	79,338.586 (1) (2)	D	
Common Stock	11/21/2005	S	1,000	D	\$ 56.25	78,338.586 (1) (2)	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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