

MEDTRONIC INC
Form 4
February 22, 2008

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

OMB
Number: 3235-0287
Expires: January 31,
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHULER JACK W

(Last) (First) (Middle)

**STERICYCLE, INC., 28161 N
KEITH DR.**

(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/20/2008

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)

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)
Common Stock	02/20/2008		P	1,700 A \$ 49.22	209,689.71	D	
Common Stock	02/20/2008		P	3,500 A \$ 49.24	213,189.71	D	
Common Stock	02/20/2008		P	9,200 A \$ 49.25	222,389.71	D	
Common Stock	02/20/2008		P	1,300 A \$ 48.77	1,300	I	by Tanya Eva Schuler Trust
	02/20/2008		P	3,667 A \$ 48.78	4,967	I	

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Common Stock								by Tanya Eva Schuler Trust
Common Stock	02/20/2008	P	3,300	A	\$ 48.785	8,267	I	by Tanya Eva Schuler Trust
Common Stock	02/20/2008	P	2,067	A	\$ 48.79	10,334	I	by Tanya Eva Schuler Trust
Common Stock	02/20/2008	P	3,300	A	\$ 48.8	13,634	I	by Tanya Eva Schuler Trust
Common Stock	02/20/2008	P	3,433	A	\$ 48.81	17,067	I	by Tanya Eva Schuler Trust
Common Stock	02/20/2008	P	3,833	A	\$ 48.82	20,900	I	by Tanya Eva Schuler Trust
Common Stock	02/20/2008	P	100	A	\$ 48.825	21,000	I	by Tanya Eva Schuler Trust
Common Stock	02/20/2008	P	1,234	A	\$ 48.83	22,234	I	by Tanya Eva Schuler Trust
Common Stock	02/20/2008	P	3,366	A	\$ 48.84	25,600	I	by Tanya Eva Schuler Trust
Common Stock	02/20/2008	P	166	A	\$ 48.865	25,766	I	by Tanya Eva Schuler Trust
Common Stock	02/20/2008	P	1,334	A	\$ 48.87	27,100	I	by Tanya Eva Schuler Trust
	02/20/2008	P	3,934	A	\$ 48.88	31,034	I	

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Common Stock									by Tanya Eva Schuler Trust
Common Stock	02/20/2008	P	1,000	A	\$ 48.89	32,034	I		by Tanya Eva Schuler Trust
Common Stock	02/20/2008	P	55	A	\$ 48.91	32,089	I		by Tanya Eva Schuler Trust
Common Stock	02/20/2008	P	326	A	\$ 48.915	32,415	I		by Tanya Eva Schuler Trust
Common Stock	02/20/2008	P	885	A	\$ 48.92	33,300	I		by Tanya Eva Schuler Trust
Common Stock	02/20/2008	P	1,300	A	\$ 48.77	1,300	I		by Theresa Heidi Schuler Trust
Common Stock	02/20/2008	P	3,667	A	\$ 48.78	4,967	I		by Theresa Heidi Schuler Trust
Common Stock	02/20/2008	P	3,300	A	\$ 48.785	8,267	I		by Theresa Heidi Schuler Trust
Common Stock	02/20/2008	P	2,066	A	\$ 48.79	10,333	I		by Theresa Heidi Schuler Trust
Common Stock	02/20/2008	P	3,300	A	\$ 48.8	13,633	I		by Theresa Heidi Schuler Trust
	02/20/2008	P	3,433	A	\$ 48.81	17,066	I		

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Common Stock									by Theresa Heidi Schuler Trust
Common Stock	02/20/2008		P	3,834	A	\$ 48.82	20,900	I	by Theresa Heidi Schuler Trust
Common Stock	02/20/2008		P	100	A	\$ 48.825	21,000	I	by Theresa Heidi Schuler Trust
Common Stock							33,300	I	by Tino Hans Schuler Trust
Common Stock							8,800	I	By Wife

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 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SCHULER JACK W STERICYCLE, INC. 28161 N KEITH DR. LAKE FOREST, IL 60045	X

Signatures

James N. Spolar, Attorney-in-fact	02/22/2008
**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).

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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