

MEDTRONIC INC  
Form 3  
June 27, 2008

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

OMB APPROVAL

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**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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Szyman Catherine M		(Month/Day/Year)	MEDTRONIC INC [MDT]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		04/29/2008		
710 MEDTRONIC PKWY MS			(Check all applicable)	
LC310			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(Street)			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			SVP Strategy & Innovation	
MINNEAPOLIS,Â MNÂ 55432			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

**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)
Common Stock	12,084.649	D	Â

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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Stock Options (Right to buy)	10/25/2002 <sup>(1)</sup> 10/25/2011	Common Stock 13,794 \$ 43.5	D Â
Stock Options (Right to buy)	04/27/2001 04/27/2011	Common Stock 4,028 \$ 44.25	D Â
Stock Options (Right to buy)	10/23/2004 <sup>(1)</sup> 10/23/2013	Common Stock 9,561 \$ 46.01	D Â
Stock Options (Right to buy)	10/30/2007 <sup>(1)</sup> 10/30/2016	Common Stock 9,241 \$ 48.7	D Â
Stock Options (Right to buy)	10/21/2004 10/21/2014	Common Stock 15,000 \$ 50	D Â
Stock Options (Right to buy)	04/30/2005 <sup>(1)</sup> 04/30/2014	Common Stock 2,973 \$ 50.46	D Â
Stock Options (Right to buy)	04/30/2000 04/30/2010	Common Stock 771 \$ 51.93	D Â
Stock Options (Right to buy)	01/29/2002 <sup>(1)</sup> 01/29/2011	Common Stock 9,158 \$ 54.6	D Â
Stock Options (Right to buy)	10/19/2006 <sup>(1)</sup> 10/19/2015	Common Stock 13,219 \$ 56.74	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Szyman Catherine M 710 MEDTRONIC PKWY MS LC310 MINNEAPOLIS, MN 55432	Â	Â	Â SVP Strategy & Innovation	Â

## Signatures

James N. Spolar,  
Attorney-in-fact 06/27/2008

\_\_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 options 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.