

MEDTRONIC INC  
Form 8-K  
August 24, 2006

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**UNITES STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 24, 2006

**Medtronic, Inc.**

(Exact name of Registrant as Specified in its Charter)

|   |  |   |
|---|--|---|
| <b>Minnesota</b><br>(State or other jurisdiction of<br>incorporation) | <b>1-7707</b><br>(IRS Employer Identification No.) | <b>41-0793183</b><br>(Commission File Number) |
|---|--|---|

**710 Medtronic Parkway Minneapolis, Minnesota  
55432**

(Address of principal executive offices)

(Zip Code)

**(763) 514-4000**

(Registrant's telephone number, including area code):

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 (b) Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

In accordance with the Medtronic, Inc. Principles of Corporate Governance requiring a director to retire at the Annual Meeting of Shareholders next following his or her 70<sup>th</sup> birthday, Mr. Antonio M. Gotto, Jr. retired from the Board of Directors of Medtronic, Inc. at the Annual Meeting of Shareholders held on August 24, 2006 after 14 years of distinguished service.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MEDTRONIC, INC.

By /s/ Terrance L. Carlson  
Terrance L. Carlson  
Senior Vice President, General Counsel  
and Corporate Secretary

Date: August 24, 2006