

MEDTRONIC INC
Form 4
June 20, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Dallas H James

(Last) (First) (Middle)

710 MEDTRONIC PKWY MS
LC300

(Street)

MINNEAPOLIS, MN 55432

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/19/2013

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)
SrVP Quality, Operations, IT

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 | (D) | Price |
| Common Stock | 06/19/2013 | | M | | 35,872 | A | \$ 36.24 |
| | | | | | 151,700.603 | | D |
| Common Stock | 06/19/2013 | | M | | 25,056 | A | \$ 35.92 |
| | | | | | 176,756.603 | | D |
| Common Stock | 06/19/2013 | | M | | 17,746 | A | \$ 37.53 |
| | | | | | 194,502.603 | | D |
| Common Stock | 06/19/2013 | | M | | 11,468 | A | \$ 34.88 |
| | | | | | 205,970.603 | | D |
| Common Stock | 06/19/2013 | | S | | 200 | D | \$ 52.08 |
| | | | | | 205,770.603 | | D |

Edgar Filing: MEDTRONIC INC - Form 4

| | | | | | | | |
|-----------------------------|------------|---|---------------|---|------------|-------------|---|
| Common Stock | 06/19/2013 | S | 12,304 (2) | D | \$ 52.7699 | 193,466.603 | D |
| Common Stock | 06/19/2013 | S | 2,789 (3) | D | \$ 52.0794 | 190,677.603 | D |
| Common Stock ⁽⁴⁾ | 06/19/2013 | S | 78,824 (5) | D | \$ 52.7556 | 111,853.603 | D |

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

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.

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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 36.24 | 06/19/2013 | | M | 35,872 | 10/27/2009 ⁽¹⁾ | 10/27/2018 | Common Stock | 35,872 |
| Employee Stock Option (right to buy) | \$ 35.92 | 06/19/2013 | | M | 25,056 | 08/03/2010 ⁽¹⁾ | 08/03/2019 | Common Stock | 25,056 |
| Employee Stock Option (right to buy) | \$ 37.53 | 06/19/2013 | | M | 17,746 | 08/02/2011 ⁽¹⁾ | 08/02/2020 | Common Stock | 17,746 |
| Employee Stock Option (right to buy) | \$ 34.88 | 06/19/2013 | | M | 11,468 | 08/01/2012 ⁽¹⁾ | 08/01/2021 | Common Stock | 11,468 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dallas H James 710 MEDTRONIC PKWY MS LC300 MINNEAPOLIS, MN 55432 | | | SrVP Quality, Operations, IT | |

Signatures

Rhonda L. Ingalsbe,
Attorney-in-fact

06/20/2013

**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) These options become exercisable at the rate of 25% of the shares granted per year beginning on the first anniversary of grant.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.12 to \$53.10, inclusive. The reporting person undertakes to provide to Medtronic, any security holder of Medtronic, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3), and (5) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.0624 to \$52.11 inclusive.
- (3) This balance increased by 1204.84 shares due to exempt transactions such as dividend reinvestment and ESPP.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.13 to \$53.11, inclusive.
- (5)

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.