

MEDTRONIC INC  
Form 4  
December 22, 2005

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

OMB APPROVAL

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**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 \*  
**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)  
**12/21/2005**

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 below)  Other (specify 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)
Common Stock	12/21/2005		M	V Amount (A) or (D) Price \$ 20,870 A 21.5625	99,223.586 (1)	D	
Common Stock	12/21/2005		S	1,200 D \$ 57.89	98,023.586 (1)	D	
Common Stock	12/21/2005		S	3,300 D \$ 57.9	94,723.586 (1)	D	
Common Stock	12/21/2005		S	370 D \$ 57.91	94,353.586 (1)	D	
Common Stock	12/21/2005		S	1,400 D \$ 58.01	92,953.586 (1)	D	

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Common Stock	12/21/2005	S	600	D	\$ 58.03	92,353.586 <u>(1)</u>	D	
Common Stock	12/21/2005	S	1,600	D	\$ 58.27	90,753.586 <u>(1)</u>	D	
Common Stock	12/21/2005	S	400	D	\$ 58.28	90,353.586 <u>(1)</u>	D	
Common Stock	12/21/2005	S	2,000	D	\$ 58.45	88,353.586 <u>(1)</u>	D	
Common Stock	12/21/2005	S	2,000	D	\$ 58.51	86,353.586 <u>(1)</u>	D	
Common Stock	12/21/2005	S	1,900	D	\$ 58.57	84,453.586 <u>(1)</u>	D	
Common Stock	12/21/2005	S	100	D	\$ 58.58	84,353.586 <u>(1)</u>	D	
Common Stock	12/21/2005	S	2,000	D	\$ 58.59	82,353.586 <u>(1)</u>	D	
Common Stock	12/21/2005	S	1,600	D	\$ 58.61	80,753.586 <u>(1)</u>	D	
Common Stock	12/21/2005	S	400	D	\$ 58.62	80,353.586 <u>(1)</u>	D	
Common Stock	12/21/2005	S	1,500	D	\$ 58.63	78,853.586 <u>(1)</u>	D	
Common Stock	12/21/2005	S	500	D	\$ 58.64	78,353.586 <u>(1)</u>	D	
Common Stock						1,203.955	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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Title

Employee	St Opt	(Right to Buy)	Expiration Date	Amount or Number of Shares
\$ 21.5625	12/21/2005	M	20,870	10/29/1998 <sup>(2)</sup> 10/29/2007
				Common Stock 20,8

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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  
12/22/2005

\*\*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).
- (2) These options become exercisable at the rate of 25% of the shares granted per year beginning on the first anniversary of grant.
- (1) This exercise and sale was effected pursuant to a Rule 10b5-1 trading plan.

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.