

MEDTRONIC INC
Form 4
October 25, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
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)
10/21/2005

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	10/21/2005		M	V Amount (A) or (D) Price \$ 23.3594	97,832.017 (1)	D	
Common Stock	10/21/2005		S	2,000 D \$ 55.61	95,832.017 (1)	D	
Common Stock	10/21/2005		S	2,000 D \$ 55.72	93,832.017 (1)	D	
Common Stock	10/21/2005		S	2,000 D \$ 55.73	91,832.017 (1)	D	
Common Stock	10/21/2005		S	1,500 D \$ 55.74	90,332.017 (1)	D	

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Common Stock	10/21/2005	S	2,300	D	\$ 55.75	88,032.017 (1)	D	
Common Stock	10/21/2005	S	200	D	\$ 55.76	87,832.017 (1)	D	
Common Stock	10/21/2005	S	2,000	D	\$ 55.81	85,832.017 (1)	D	
Common Stock	10/21/2005	S	2,000	D	\$ 55.82	83,832.017 (1)	D	
Common Stock	10/21/2005	S	1,500	D	\$ 55.88	82,332.017 (1)	D	
Common Stock	10/21/2005	S	500	D	\$ 55.89	81,832.017 (1)	D	
Common Stock	10/21/2005	S	1,700	D	\$ 55.95	80,132.017 (1)	D	
Common Stock	10/21/2005	S	300	D	\$ 55.96	79,832.017 (1)	D	
Common Stock	10/21/2005	S	2,000	D	\$ 56.03	77,832.017 (1)	D	
Common Stock						1,201.97	I	By ESOP

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee St Opt (Right to Buy)	\$ 23.3594	10/21/2005		M	20,000	08/11/2002	08/11/2007	Common Stock	20,000

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
10/25/2005

**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).
- (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.
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