

MEDTRONIC INC
Form 3/A
November 05, 2004

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 and Ticker or Trading Symbol	
Â CARLSON TERRANCE L			(Month/Day/Year)	MEDTRONIC INC [MDT]	
(Last)	(First)	(Middle)	10/01/2004	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
MEDTRONIC, INC.,Â 710				(Check all applicable)	10/08/2004
MEDTRONIC PARKWAY, M.S.				___ Director ___ 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
LC310				__X__ Officer ___ Other (give title below) (specify below)	__X__ Form filed by One Reporting Person
MINNEAPOLIS,Â MNÂ 55432-5604				Sr VP, Genl Counsel & Corp Sec	___ Form filed by More than One Reporting Person
(City)	(State)	(Zip)			

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)
Deferred Stock Units ⁽¹⁾	40,734 ⁽²⁾	D	Â

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

SEC 1473 (7-02)

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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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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	Expiration Date	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
Stock Options (Right to buy)	08/15/2005 ⁽³⁾ 08/15/2014	61,100 ⁽²⁾	\$ 49.1	D
		Common Stock		Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARLSON TERRANCE L MEDTRONIC, INC. 710 MEDTRONIC PARKWAY, M.S. LC310 MINNEAPOLIS, MN 55432-5604	Â	Â	Â Sr VP, Genl Counsel & Corp Sec	Â

Signatures

Neil Ayotte,
Attorney-in-fact

11/04/2004

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 units are payable on or after retirement or other termination of employment.
- (2) These awards were originally incorrectly calculated as of 7/21/04 rather than the correct date of 8/15/04. This was an internal clerical error and not a change in the terms of the awards.
- (3) These options, with a grant date of 08/15/2004, 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.