

MEDTRONIC INC  
Form DEFA14A  
July 18, 2008

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No.            )

Filed by the Registrant    
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Medtronic, Inc.

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(I)(1) and 0-11.
  - 1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

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3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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4) Proposed maximum aggregate value of transaction:

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5) Total fee paid:

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- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

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SEC 1913  
(02-02)

Persons who potentially 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 control number.

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July 18, 2008

**Notice of Electronic Distribution of Proxy Materials**

To: All Employees of Medtronic and Its Subsidiaries

Subject: Medtronic Annual Report and Proxy Statement Available on the Internet

**Electronic Annual Report and Proxy Statement.** As in prior years, Medtronic's 2008 Annual Report and Proxy Statement will be made available to all employee shareholders with e-mail access by electronic access instead of mailing paper copies. You can access them on the internet beginning Friday, July 18, 2008, at <http://www.medtronic.com/annualmeeting/>. You may also print the documents from that site. Electronic delivery saves Medtronic significant postage and processing costs.

You may access these proxy materials from any personal computer or terminal with internet access, including your personal computer at work. If you access the Proxy Statement and Annual Report from somewhere other than your workplace, there may be costs associated with electronic access, such as the typical usage charges from internet service providers and telephone companies. You are responsible for bearing these costs. Medtronic does not charge fees for electronic access.

We encourage you to use the internet to read and print the Annual Report and Proxy Statement. Alternatively, original copies will be available after July 31 at the main entrances of all Twin Cities locations, from the Human Resources Departments at our major manufacturing facilities, and by contacting Medtronic Investor Relations by e-mail at [Investor.Relations@medtronic.com](mailto:Investor.Relations@medtronic.com) or by telephone at 763-505-2692.

If you need multiple copies of the Annual Report and/or Proxy Statement they can be ordered via e-mailing [prodlit@medtronic.com](mailto:prodlit@medtronic.com), or by calling 888-775-2701.

**Voting Your Shares.** If you have an individual e-mail address, you will receive an e-mail notice, rather than a proxy card, which will provide instructions on how to vote your shares. If you do not have an e-mail address, a proxy card and related proxy materials will be mailed to you on or about July 18 and will include voting instructions. Voting is very simple through the internet or by telephone by following the instructions on the e-mail notice or proxy card. This notice applies to any shares registered directly in your name or under your social security number whether held by stock certificates, through our transfer agent (which includes the Employee Stock Purchase Plan), through the U.S. 401(k) Plan, or the Employee Stock Ownership Plan. These shares are included in the total shares voted when you submit your proxy card or vote pursuant to the e-mail notice.

If you own Medtronic stock through a bank or brokerage account, those firms will continue to mail proxy materials unless you notify them that you would like to receive the materials electronically through the process outlined below.

**Electronic Materials from Brokers and Banks.** To enroll for electronic delivery of proxy materials for shares you own through a broker or bank, follow the simple steps below.

1. Log onto the internet at <http://www.medtronic.com>
2. Click on **Investor Information** under *About Medtronic*
3. Click on **Electronic Delivery of Proxy Materials** under *Shareholder Services*
4. Click on the first letter of your Brokerage Firm's name in the box titled **Beneficial Shareholder**

**PLEASE POST THIS ANNOUNCEMENT**

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**[Form of email notice sent by Broadridge to Medtronic shareholders participating in electronic delivery of proxy materials]**

Subject: MEDTRONIC, INC. Annual Meeting

NOTICE This is your notice of the 2008 MEDTRONIC, INC. Annual Meeting of Shareholders. You are receiving this e-mail because you are enrolled for Electronic Delivery or you are an employee of MEDTRONIC, INC. with a MEDTRONIC, INC. e-mail account.

This e-mail contains instructions on how to access Medtronic's Annual Report and Proxy Statement and on how to vote your shares. Please read the instructions carefully before proceeding.

Important Notice Regarding the Availability of Proxy Materials

MEDTRONIC, INC.

MEETING DATE: August 21, 2008

RECORD DATE: June 23, 2008

CUSIP NUMBER: 585055106

This e-mail represents all shares in the following account(s).

NAME

CONTROL NUMBER:

VIEWING ANNUAL REPORT AND PROXY STATEMENT Please review the Medtronic Annual Report and Proxy Statement before voting. The Proxy Statement discusses the proposals to be voted on. To view these documents, click on <http://www.medtronic.com/annualmeeting>.

VOTING YOUR SHARES You may vote directly from the site containing the Annual Report and Proxy Statement by following the simple instructions there.

You can enter your voting instructions and view the shareholder material at the following Internet site. If your browser supports secure transactions you will be automatically directed to a secure site.

<http://www.proxyvote.com>

Internet voting is accepted until 11:59 p.m. Eastern Daylight Time on August 20, 2008 or, for shares held through the Medtronic, Inc. Savings and Investment Plan and the Medtronic Puerto Rico Employees Savings and Investment Plan, no later than 11:59 p.m. Eastern Daylight Time on August 18, 2008.

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To access ProxyVote.com, you will need the control number identified above and your four digit PIN:

\* If you are a Medtronic, Inc. employee and have a U.S. social security number, this PIN is the last four digits of your social security number.

\* If you are a Medtronic, Inc. employee and do not have a U.S. social security number, this PIN is the last four digits of your Employee Identification number. If you do not know your Employee Identification number, please contact your HR representative.

\* If you are a shareholder who consented to receive proxy materials electronically, the PIN is the four digit number you selected at the time of your enrollment.

\* If you do not know your PIN, please follow the instructions on the ProxyVote web page.

You may also enter your voting instructions by touch-tone telephone at 1-800-690-6903. Telephone voting is accepted until 11:59 p.m. Eastern Daylight Time on August 20, 2008 or, for shares held through the Medtronic, Inc. Savings and Investment Plan and the Medtronic Puerto Rico Employees Savings and Investment Plan, no later than 11:59 p.m. Eastern Daylight Time on August 18, 2008. You will be prompted to enter your Control Number listed above.

If you are a Medtronic employee, this e-mail covers shares registered directly in your name or under your social security number, and the holdings from your U.S. employee benefit plans. These shares are included in the total shares voted when you submit your proxy card or vote pursuant to the e-mail notice. If you receive more than one e-mail, it generally means that your holdings include other names or different spellings of your name, and you must vote under all e-mails to vote all shares.

**CHANGING YOUR ENROLLMENT** To view, cancel or change your enrollment profile, please go to <http://enroll.icsdelivery.com/mdt>

There are no charges for this service. There may be costs associated with electronic access, such as usage charges from Internet access providers and telephone companies, which must be paid by the shareholder.

Please do not send any e-mail to ID@ProxyVote.com.

Please REPLY to this e-mail with any comments or questions about ProxyVote.com. (Include the original text and Subject line of this message for identification purposes.) AOL Users: please highlight the entire message before clicking reply.