

MEDTRONIC INC

Form 4

June 27, 2013

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

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

## OMB APPROVAL

OMB  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FINDLAY D CAMERON**

(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)

**06/26/2013**

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 Gneral Counsel & Corp Sec**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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	(A) or (D)	Price		
Common Stock	06/26/2013		M		33,222	A	\$ 36.12	106,843.397	D
Common Stock	06/26/2013		M		31,974	A	\$ 37.53	138,817.397	D
Common Stock	06/26/2013		M		17,202	A	\$ 34.88	156,019.397	D
Common Stock <sup>(2)</sup>	06/26/2013		S		75,042 <sup>(3)</sup>	D	\$ 52.2023	80,977.397	D

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 36.12	06/26/2013		M	33,222	11/02/2010 <sup>(1)</sup> 11/02/2019	Common Stock 33,2
Employee Stock Option (right to buy)	\$ 37.53	06/26/2013		M	31,974	08/02/2011 <sup>(1)</sup> 08/02/2020	Common Stock 31,7
Employee Stock Option (right to buy)	\$ 34.88	06/26/2013		M	17,202	08/01/2012 <sup>(1)</sup> 08/01/2021	Common Stock 17,2

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FINDLAY D CAMERON 710 MEDTRONIC PKWY MS LC300 MINNEAPOLIS, MN 55432	SrVP Gneral Counsel & Corp Sec

## Signatures

Rhonda L. Ingalsbe,  
Attorney-in-fact 06/27/2013

\_\_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.

(2) This balance increased by 872,479 shares due to exempt transactions such as dividend reinvestment.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.03

(3) to \$52.33, 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.

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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