OESTERLE STEPHEN N
Form 5
June 07, 2002

1. Name and Address of Reporting Person
   Oesterle, M.D., Stephen N.
   Medtronic, Inc.
   710 Medtronic Pkwy
   Minneapolis, MN 55432-
2. Issuer Name and Ticker or Trading Symbol
   Medtronic, Inc. (MDT)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
   2002
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
   ( ) Director ( ) 10% Owner
   (X) Officer (give title below) ( ) Other (specify below)
   Sr. Vice President, Medicine and Technology
7. 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	2. Trans-action Date (Month/Day/Year)	3. Trans-action Code	4. Securities Acquired (A) or Disposed of (D)			5. Amou Secu Bene Owne End Year
			Amount	A/D	Price	
Common Stock	04/18/2002	A	21089	A	$0.0000	21089
Common Stock						200

TABLE II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code	5. Number of Derivative Securities Acquired(A) Disposed(D)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities		8
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	P D S
Stock Options (Right to buy)	$48.6	01/07/2002	A	41153		01/07/2003	01/07/2012	Common	41153	$