

MEDTRONIC INC
Form 4
January 28, 2015

FORM 4

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

OMB APPROVAL

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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 *
HAKAMI HOOMAN

(Last) (First) (Middle)

**C/O MEDTRONIC INC., 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)
01/26/2015

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)
EVP & Group President Diabetes

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)
			Code	V	Amount	(A) or (D)	Price
Common stock	01/26/2015		D		25,986.519	D	0

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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acquisition of Covidien plc, by means of a "scheme of arrangement", an Irish statutory procedure under the Companies Act of 1963. At the effective time of the Merger, each Medtronic common share was cancelled and converted into the right to receive one New Medtronic ordinary share. Under the terms of the Merger, the officer received cash in lieu of fractional shares of New Medtronic and restricted stock units were rounded up to the nearest whole share.

- (2) This option, which was unvested at the effective time of the Merger, was assumed by New Medtronic in the Merger and converted into an option to purchase 1,594 ordinary shares of New Medtronic for \$62.76 per share with the same terms and conditions as the original Medtronic stock option.

- (3) This option, which was unvested at the effective time of the Merger, was assumed by New Medtronic in the Merger and converted into an option to purchase 73,296 ordinary shares of New Medtronic for \$62.76 per share with the same terms and conditions as the original Medtronic stock option.

- (4) This option, which was unvested at the effective time of the Merger, was assumed by New Medtronic in the Merger and converted into an option to purchase 29,743 ordinary shares of New Medtronic for \$62.76 per share with the same terms and conditions as the original Medtronic stock option.

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.