

BUTEL JEAN LUC
Form 4
January 12, 2012

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 *
BUTEL JEAN LUC

(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)
01/11/2012

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 Pres MDT Intl

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	(D)	Price
Common Stock					586.745	I	ESOP
Common Stock	01/11/2012		M		26,904	A	\$ 36.24
Common Stock	01/11/2012		M		15,312	A	\$ 35.92
Common Stock	01/11/2012		M		17,746	A	\$ 37.53
Common Stock <u>(2)</u>	01/11/2012		S		58,740 <u>(3)</u>	D	\$ 38.8085

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

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(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 of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 36.24	01/11/2012		M	26,904	10/27/2009 ⁽¹⁾ 10/27/2018	Common Stock	26,904
Employee Stock Option (right to buy)	\$ 35.92	01/11/2012		M	15,312	08/03/2010 ⁽¹⁾ 08/03/2019	Common Stock	15,312
Employee Stock Option (right to buy)	\$ 37.53	01/11/2012		M	17,746	08/02/2011 ⁽¹⁾ 08/02/2020	Common Stock	17,746

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUTEL JEAN LUC 710 MEDTRONIC PKWY MS LC300 MINNEAPOLIS, MN 55432			EVP & Group Pres MDT Intl	

Signatures

Rhonda L. Ingalsbe,
Attorney-in-fact
01/12/2012

**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 605.958 due to exempt transactions such as dividend reinvestment.

\$38.8085 is an average price. Individual blocks were 400@38.76, 5111@383.7656, 500@38.77, 5300@38.7725, 4200@38.7729,

(3) 300@38.775, 5100@38.7753, 5000@38.7775, 500@38.78, 1600@38.7844, 4803@38.7931, 3900@38.7973, 5000@38.8077, 600@38.81, 1826@38.8329, 5000@38.8593, 5000@38.8786, 700@38.885, 800@38.90, 1600@38.91, 1400@38.92, and 100@38.925.

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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