## Edgar Filing: MEDTRONIC INC - Form 4

MEDTRONI Form 4	C INC											
December 08	3, 2008											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL			
				ND EXC D.C. 205		COMMISSION	OMB Number:	3235-0287				
Check thi if no long											January 31, 2005	
subject to Section 10 Form 4 or Form 5		SECU	JRI	TIES				Estimated a burden hou response	average Irs per			
obligatior may conti <i>See</i> Instru 1(b).	inue. Section 17(a	) of the l		ility He	oldi	ng Com	pany	Act o	ge Act of 1934, f 1935 or Section 40	n		
(Print or Type R	Responses)											
1. Name and Address of Reporting Person <u>*</u> Aronson Martha Goldberg			2. Issuer Name <b>and</b> Ticker or Trading Symbol MEDTRONIC INC [MDT]						5. Relationship of Reporting Person(s) to Issuer			
(Lost)	(First) (M	iddla)				-	1		(Chec	k all applicabl	e)	
(Last) (First) (Middle) 710 MEDTRONIC PKWY MS LC310			<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>12/04/2008</li></ul>						Director       10% Owner         Officer (give title       Other (specify below)         below)       below)         SrVP Chief Talent Officer			
	(Street)		4. If Amer Filed(Mon			e Original			6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M	One Reporting Po	erson	
MINNEAPC	DLIS, MN 55432								Person		eporting	
(City)	(State) (2	Zip)	Table	e I - Nor	1-De	erivative S	Securi	ties Aco	quired, Disposed of	, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any		Code (Instr.	8)	4. Securi nAcquired Disposed (Instr. 3,	l (A) o l of (D 4 and (A) or	) 5)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock				Code	v	Amount	(D)	Price	7,450.351	I	401(k)	
Common Stock									2,898.213	I	ESOP	
Common Stock	12/04/2008			G	V	300	D	\$0	66,227.984	D		

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

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#### number.

# 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)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	Date	Amou Under Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
Aronson Martha Goldberg 710 MEDTRONIC PKWY MS LC310 MINNEAPOLIS, MN 55432			SrVP Chief Talent Officer					

Date

# Signatures

James N. Spolar,	12/08/2008
Attorney-in-fact	12/06/2008

\*\*Signature of Reporting Person

## **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).

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.