LaNeve Stephen Form 4 November 03, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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2005

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Check this box if no longer subject to Section 16. Form 4 or

Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction 1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LaNeve Stephen Issuer Symbol MEDTRONIC INC [MDT] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) Director 10% Owner _ Other (specify Officer (give title 710 MEDTRONIC PKWY MS 10/30/2009 below) LC310 SVP & Pres Spinal & Biologics

> (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

MINNEAPOLIS, MN 55432

(Ctata)

| (City) | (State) (. | Table Table | e I - Non-D | erivative (| Securi | ities Acc | quired, Disposed o | of, or Beneficial | ly Owned | |
|------------|---------------------|--------------------|-------------|----------------------------|--------|-----------|--------------------|-------------------|--------------|--|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securities Acquired | | | 5. Amount of | 6. Ownership | 7. Nature of | |
| Security | (Month/Day/Year) | Execution Date, if | Transactio | nsaction(A) or Disposed of | | | Securities | Form: Direct | Indirect | |
| (Instr. 3) | | any | Code | (D) | | | Beneficially | (D) or | Beneficial | |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 and 5) | | | Owned | Indirect (I) | Ownership | |
| | | | | | | | Following | (Instr. 4) | (Instr. 4) | |
| | | | | | (1) | | Reported | | | |
| | | | | | (A) | | Transaction(s) | | | |
| | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | | |
| Common | | | Couc v | 7 tilloulit | (D) | 1 1100 | | | | |
| | | | | | | | 188.343 | I | ESOP | |
| Stock | | | | | | | | | | |
| Common | | | | | | \$ | | | | |
| Stock | 10/30/2009 | | F | 1,015 | D | φ 25.7 | 44,644.844 | D | | |
| SIUCK | | | | | | 33.7 | | | | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exer | | 7. Title | | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|--------------|------------|----------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration D | ate | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secur |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ties | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or | | |
| | | | | | | Exercisable | Date T | Title | Number | | |
| | | | | | | LACICISAUIC | | (| of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

LaNeve Stephen 710 MEDTRONIC PKWY MS LC310 MINNEAPOLIS, MN 55432

SVP & Pres Spinal & Biologics

Signatures

James N. Spolar, 11/03/2009 Attorney-in-fact

**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).

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.

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