

DEMANE MICHAEL F  
Form 4  
November 24, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
DEMANE MICHAEL F

2. Issuer Name and Ticker or Trading Symbol  
MEDTRONIC INC [MDT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
MEDTRONIC, INC., 710  
MEDTRONIC PARKWAY, M.S.  
LC310

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/21/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Sr VP & Pres, Eur, Can, LA, EM

(Street)  
MINNEAPOLIS, MN 55432-5604

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

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)
				(A) or (D)	Price		
Common Stock	11/21/2006		M <sup>(1)</sup>	V	62,500 A \$ 32	216,166.657 <sup>(2)</sup>	D
Common Stock	11/21/2006		M <sup>(1)</sup>	V	6,091 A \$ 33.125	222,257.657 <sup>(2)</sup>	D
Common Stock	11/21/2006		M <sup>(1)</sup>	V	4,138 A \$ 36.25	226,395.657 <sup>(2)</sup>	D
Common Stock	11/21/2006		S <sup>(1)</sup>	D	44,348 D \$ 52.5	182,047.657 <sup>(2)</sup>	D
Common Stock	11/21/2006		S <sup>(1)</sup>	D	4,138 D \$ 52.5	177,909.657 <sup>(2)</sup>	D

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Common Stock	11/21/2006	<u>S</u> (1)	6,091	D	\$ 53.5	171,818.657 (2)	D	
Common Stock	11/21/2006	<u>S</u> (1)	18,152	D	\$ 53.5	153,666.657 (2)	D	
Common Stock						1,695.276	I	By ESOP

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

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SEC 1474  
(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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Options (Right to buy)	\$ 32	11/21/2006		<u>M</u> (1)	62,500	05/28/2000(3) 05/28/2009	Common Stock	62,500
Stock Options (Right to buy)	\$ 33.125	11/21/2006		<u>M</u> (1)	6,091	10/27/2000(3) 10/27/2009	Common Stock	6,091
Stock Options (Right to buy)	\$ 36.25	11/21/2006		<u>M</u> (1)	4,138	01/27/2000(3) 01/27/2009	Common Stock	4,138

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEMANE MICHAEL F MEDTRONIC, INC.			Sr VP & Pres, Eur,	

710 MEDTRONIC PARKWAY, M.S. LC310  
MINNEAPOLIS, MN 55432-5604

Can, LA,  
EM

## Signatures

Keyna P. Skeffington,  
Attorney-in-fact

11/24/2006

\_\_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 exercise and sales were all transacted pursuant to a 10b51 trading plan.
- (2) As previously reported, this balance increased by 274.278 due to exempt transactions including ESPP, dividend reinvestment, and dividend equivalent credits.
- (3) These options become exercisable at the rate of 25% of the shares granted per year beginning on the first anniversary of grant.

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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