

MEDTRONIC INC  
Form 8-K  
October 16, 2006

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**UNITES STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **October 13, 2006**

**Medtronic, Inc.**

(Exact name of Registrant as Specified in its Charter)

**Minnesota**

(State or other  
jurisdiction of incorporation)

**1-7707**

(Commission File Number)

**41-0793183**

(IRS Employer  
Identification No.)

**710 Medtronic Parkway Minneapolis, Minnesota**

(Address of principal executive offices)

**55432**

(Zip Code)

(Registrant's telephone number, including area code): **(763) 514-4000**

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

Item 9.01. Financial Statements and Exhibits.

SIGNATURES

Press Release

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**Item 8.01. Other Events.**

On October 13, 2006, Medtronic, Inc. issued a press release announcing it had been notified of an unsolicited mini-tender offer by TRC Capital Corporation of Toronto for TRC to purchase up to two million shares, or less than .2 percent of the outstanding Medtronic common stock, at a price of \$47.75 per share. Medtronic, Inc. does not recommend this offer. A copy of the press release is attached as Exhibit 99.1 to this report.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibit 99.1 Press release of Medtronic, Inc. dated October 13, 2006.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MEDTRONIC, INC.

By /s/ Terrance L. Carlson  
Terrance L. Carlson  
Senior Vice President, General Counsel  
and Corporate Secretary

Date: October 13, 2006

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EXHIBIT INDEX  
Medtronic, Inc.  
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<b>Exhibit Number</b>	<b>Description</b>
99.1	Press release dated October 13, 2006