MEDTRONIC INC Form 4/A

June 13, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

MEDTRONIC INC [MDT]

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Cl---1--11 ----1:--1-1-)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Print or Type Responses)

HAWKINS WILLIAM A

1. Name and Address of Reporting Person *

| | MED TROTTIC IT TO [MD 1] | | | (Ch | (Check all applicable) | | | |
|-----------------|--|---------------|---|---|-------------------------------|-------------------------|--|--|
| (Last) | (First) IC, INC., 710 | (Mon | te of Earliest Transaction th/Day/Year) 9/2005 | Director X Officer (g | 109 | % Owner ner (specify | | |
| | | | 9/2003 | below) | | | | |
| | IC PARKWAY | Preside | President & Chief Operatg Ofr | | | | | |
| LC310 | | | | | | | | |
| | (Street) | 4. If A | 6. Individual or | 6. Individual or Joint/Group Filing(Check | | | | |
| | | 11 | Applicable Line) | | | | | |
| | | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | | |
| MINNEAPO | DLIS, MN 55432 | 2-5604 | | Person | ica by Wore man one reporting | | | |
| (City) | (State) | (Zip) | Cable I - Non-Derivative Secu | rities Acquired, Disposed | of, or Beneficia | ally Owned | | |
| 1.Title of | 2. Transaction Da | | 3. 4. Securities | 5. Amount of | 6. Ownership | · | | |
| Security | (Month/Day/Year | | | | Form: Direct | Indirect | | |
| (Instr. 3) | any Code Disposed of ((Month/Day/Year) (Instr. 8) (Instr. 3, 4 and | | • | (D) or Indirect (I) | Beneficial Ownership | | | |
| | | (Monui/Day/10 | ear) (Instr. 8) (Instr. 3, 4 and | Following | (Instr. 4) | (Instr. 4) | | |
| | | | (A | Reported | | | | |
| | | | 01 | . Transaction(s) | | | | |
| | | | Code V Amount (D | Price (Instr. 3 and 4) | | | | |
| Common | | | | 87,022.058 | D | | | |
| Stock | | | | 07,022.030 | D | | | |
| Common | | | | 270 245 | | 1 401/1) | | |
| Stock | | | | 270.245 | I | by 401(k) | | |
| Common | | | | | | | | |
| Common Stock | | | | 730.546 | I | by ESOP | | |
| Stock | | | | | | | | |
| Common | | | | 400 | I | By IRA | | |
| Stock | | | | 1 00 | 1 | account | | |

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. Transactic Code (Instr. 8) | 5. Number conf 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) | |
|---|---|--------------------------------------|---|--|---|--|--------------------|---|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to buy) | \$ 52.7 | 04/29/2005 | | A | 5,462 (1) | 04/29/2005 | 04/29/2015 | Common Stock | 5,462 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HAWKINS WILLIAM A MEDTRONIC, INC. 710 MEDTRONIC PARKWAY, M.S. LC310 MINNEAPOLIS, MN 55432-5604

President & Chief Operatg Ofr

Signatures

Neil P. Ayotte,

Attorney-in-fact 06/13/2005

**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) Options acquired pursuant to Performance Share Plan. Original filing was an estimate.

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