

MEDTRONIC INC

Form 4

January 28, 2015

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
OConnell Christopher J

(Last) (First) (Middle)

C/O MEDTRONIC INC., 710
MEDTRONIC PKWY MS LC300

(Street)

MINNEAPOLIS, MN 55432

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MEDTRONIC INC [MDT]

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

01/26/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

See Remarks

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common stock	01/26/2015		D	98,705.801	D 11 0	D	
Common stock	01/26/2015		D	2,653.848	D 11 0	I	by ESOP

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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 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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 48.7	01/26/2015		D	15,401	<u>(2)</u>	10/30/2016	Common stock	15,401
Employee Stock Option (right to buy)	\$ 47.77	01/26/2015		D	17,794	<u>(3)</u>	10/29/2017	Common stock	17,794
Employee Stock Option (right to buy)	\$ 36.24	01/26/2015		D	33,113	<u>(4)</u>	10/27/2018	Common stock	33,113
Employee Stock Option (right to buy)	\$ 35.92	01/26/2015		D	33,408	<u>(5)</u>	08/03/2019	Common stock	33,408
Employee Stock Option (right to buy)	\$ 36.12	01/26/2015		D	27,686	<u>(6)</u>	11/02/2019	Common stock	27,686
Employee Stock Option (right to buy)	\$ 37.53	01/26/2015		D	70,984	<u>(7)</u>	08/02/2020	Common stock	70,984
Employee Stock Option (right to	\$ 34.88	01/26/2015		D	84,060	<u>(8)</u>	08/01/2021	Common stock	84,060

buy)									
Employee Stock Option (right to buy)	\$ 38.81	01/26/2015	D	75,548	<u>(9)</u>	07/30/2022	Common stock	75,548	
Employee Stock Option (right to buy)	\$ 41.6	01/26/2015	D	2,404	<u>(10)</u>	10/29/2022	Common stock	2,404	
Employee Stock Option (right to buy)	\$ 55.32	01/26/2015	D	60,250	<u>(11)</u>	07/29/2023	Common stock	60,250	
Employee Stock Option (right to buy)	\$ 55.32	01/26/2015	D	1,808	<u>(12)</u>	07/29/2023	Common stock	1,808	
Employee Stock Option (right to buy)	\$ 62.76	01/26/2015	D	1,594	<u>(13)</u>	07/28/2024	Common stock	1,594	
Employee Stock Option (right to buy)	\$ 62.76	01/26/2015	D	56,852	<u>(14)</u>	07/28/2024	Common stock	56,852	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OConnell Christopher J C/O MEDTRONIC INC, 710 MEDTRONIC PKWY MS LC300 MINNEAPOLIS, MN 55432				See Remarks

Signatures

/s/ Rhonda L. Ingalsbe,
Attorney-in-fact

01/28/2015

__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) Represents shares of Medtronic, Inc. ("Medtronic"), including a balance increase of 341.241 shares since the officer's last Form 4 filing due to exempt transactions such as dividend reinvestment, disposed of pursuant to the merger (the "Merger") of a wholly-owned subsidiary of Medtronic plc ("New Medtronic") with and into Medtronic, with Medtronic surviving as a wholly-owned subsidiary of New Medtronic, in exchange for ordinary shares of New Medtronic, which was consummated after and conditioned on New Medtronic's acquisition of Covidien plc, by means of a "scheme of arrangement", an Irish statutory procedure under the Companies Act of 1963. At the effective time of the Merger, each Medtronic common share was cancelled and converted into the right to receive one New Medtronic ordinary share. Under the terms of the Merger, the officer received cash in lieu of fractional shares of New Medtronic and restricted stock units were rounded up to the nearest whole share.

(2) This option, which was fully vested at the effective time of the Merger, was assumed by New Medtronic in the Merger and converted into an option to purchase 15,401 ordinary shares of New Medtronic for \$48.70 per share with the same terms and conditions as the original Medtronic stock option.

(3) This option, which was fully vested at the effective time of the Merger, was assumed by New Medtronic in the Merger and converted into an option to purchase 17,794 ordinary shares of New Medtronic for \$47.77 per share with the same terms and conditions as the original Medtronic stock option.

(4) This option, which was fully vested at the effective time of the Merger, was assumed by New Medtronic in the Merger and converted into an option to purchase 33,113 ordinary shares of New Medtronic for \$36.24 per share with the same terms and conditions as the original Medtronic stock option.

(5) This option, which was fully vested at the effective time of the Merger, was assumed by New Medtronic in the Merger and converted into an option to purchase 33,408 ordinary shares of New Medtronic for \$35.92 per share with the same terms and conditions as the original Medtronic stock option.

(6) This option, which was fully vested at the effective time of the Merger, was assumed by New Medtronic in the Merger and converted into an option to purchase 27,686 ordinary shares of New Medtronic for \$36.12 per share with the same terms and conditions as the original Medtronic stock option.

(7) This option, which was fully vested at the effective time of the Merger, was assumed by New Medtronic in the Merger and converted into an option to purchase 70,984 ordinary shares of New Medtronic for \$37.53 per share with the same terms and conditions as the original Medtronic stock option.

(8) This option, which was partially vested at the effective time of the Merger, was assumed by New Medtronic in the Merger and converted into an option to purchase 84,060 ordinary shares of New Medtronic for \$34.88 per share with the same terms and conditions as the original Medtronic stock option.

(9) This option, which was partially vested at the effective time of the Merger, was assumed by New Medtronic in the Merger and converted into an option to purchase 75,548 ordinary shares of New Medtronic for \$38.81 per share with the same terms and conditions as the original Medtronic stock option.

(10) This option, which was partially vested at the effective time of the Merger, was assumed by New Medtronic in the Merger and converted into an option to purchase 2,404 ordinary shares of New Medtronic for \$41.60 per share with the same terms and conditions as the original Medtronic stock option.

(11) This option, which was partially vested at the effective time of the Merger, was assumed by New Medtronic in the Merger and converted into an option to purchase 60,250 ordinary shares of New Medtronic for \$55.32 per share with the same terms and conditions as the original Medtronic stock option.

(12) This option, which was partially vested at the effective time of the Merger, was assumed by New Medtronic in the Merger and converted into an option to purchase 1,808 ordinary shares of New Medtronic for \$55.32 per share with the same terms and conditions as the original Medtronic stock option.

(13) This option, which was unvested at the effective time of the Merger, was assumed by New Medtronic in the Merger and converted into an option to purchase 1,594 ordinary shares of New Medtronic for \$62.76 per share with the same terms and conditions as the original Medtronic stock option.

(14) This option, which was unvested at the effective time of the Merger, was assumed by New Medtronic in the Merger and converted into an option to purchase 56,852 ordinary shares of New Medtronic for \$62.76 per share with the same terms and conditions as the original Medtronic stock option.

Remarks:

EVP and Group President, Restorative Therapies

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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