

Mackin James P
 Form 4
 May 04, 2010

FORM 4

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

OMB APPROVAL

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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 *
 Mackin James P

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)
 710 MEDTRONIC PKWY MS
 LC310

3. Date of Earliest Transaction (Month/Day/Year)
 04/28/2010

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 SVP & Pres CRDM

(Street)
 MINNEAPOLIS, MN 55432

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					765.079	I	ESOP
Common Stock	04/28/2010		F	709 D \$ 43.34	93,525.415	D	
Common Stock ⁽¹⁾	04/30/2010		F	7 D \$ 43.69	93,518.415	D	

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

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