

MEDTRONIC INC  
Form 4  
January 28, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
**ISHRAK OMAR**

(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  
 Officer (give title below)  Other (specify below)  
**CHAIRMAN & CEO**

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)
			Code	V	Amount	(A) or (D)	Price
Common stock	01/26/2015		D		574,343.427	D	0

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)**

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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 Number Shares
Employee Stock Option (right to buy)	\$ 34.88	01/26/2015		D		323,013		<u>(2)</u> 08/24/2021		Common stock	323,013
Employee Stock Option (right to buy)	\$ 38.81	01/26/2015		D		290,338		<u>(3)</u> 07/30/2022		Common stock	290,338
Employee Stock Option (right to buy)	\$ 55.32	01/26/2015		D		221,765		<u>(4)</u> 07/29/2023		Common stock	221,765
Employee Stock Option (right to buy)	\$ 62.76	01/26/2015		D		223,073		<u>(5)</u> 07/28/2024		Common stock	223,073

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ISHRAK OMAR C/O MEDTRONIC INC, 710 MEDTRONIC PKWY MS LC300 MINNEAPOLIS, MN 55432	X		CHAIRMAN & CEO	

## Signatures

/s/ Rhonda L. Ingalsbe,  
Attorney-in-fact  
\*\*Signature of Reporting Person

01/28/2015  
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).

Represents shares of Medtronic, Inc. ("Medtronic"), including a balance increase of 4,376,049 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, Mr. Ishrak received cash in lieu of fractional shares of New Medtronic and restricted stock units were rounded up to the nearest whole share.

(1) 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 323,013 ordinary shares of New Medtronic for \$34.88 per share with the same terms and conditions as the original Medtronic stock option.

(2) 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 290,338 ordinary shares of New Medtronic for \$38.81 per share with the same terms and conditions as the original Medtronic stock option.

(3) 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 221,765 ordinary shares of New Medtronic for \$55.32 per share with the same terms and conditions as the original Medtronic stock option.

(4) 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 223,073 ordinary shares of New Medtronic for \$62.76 per share with the same terms and conditions as the original Medtronic stock option.

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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