

MEDTRONIC INC  
Form S-8  
October 15, 2009

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**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**MEDTRONIC, INC.**

(Exact name of registrant as specified in its charter)

**Minnesota**  
(State or other jurisdiction of  
incorporation or organization)

**41-0793183**  
(I.R.S. Employer  
Identification Number)

**World Headquarters  
710 Medtronic Parkway  
Minneapolis, Minnesota 55432**  
(Address, including zip code, of Principal Executive Offices)  
**Medtronic, Inc. 2008 Stock Award and Incentive Plan**  
(Full title of the Plan)

**James Nathan Spolar, Esq.**  
**Principal Legal Counsel and Assistant Secretary**  
**Medtronic, Inc.; World Headquarters**  
**710 Medtronic Parkway**  
**Minneapolis, Minnesota 55432**  
**Telephone: (763) 514-4000**  
(Name, address and telephone number,  
including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer       Accelerated filer       Non-accelerated filer   
(Do not check if a smaller reporting company)      Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be registered</b>	<b>Amount to Be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share(2)</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount of Registration Fee(2)</b>
Common Stock, \$0.10 par value per share, together with the associated Preferred Stock Purchase	50,000,000	\$37.05	\$1,852,500,000	\$103,370

Rights

- (1) This amount represents a 50,000,000 share increase in the number of shares of common stock, par value \$0.10 per share, of the Registrant (the Common Stock ) authorized for issuance under the Medtronic, Inc. 2008 Stock Award and Incentive Plan (the Plan ) (As amended and restated effective August 27, 2009), including, pursuant to Rule 416 under the Securities Act of 1933, an indeterminate number of additional shares that may become issuable in accordance with the adjustment and anti-dilution provisions of such plan.
  
- (2) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(h), based on the average of the

high and low  
sales prices of  
the Common  
Stock as  
reported on the  
New York  
Stock Exchange  
on October 13,  
2009.

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EXPLANATORY NOTE

A Registration Statement was filed on September 23, 2008 (Registration No. 333-153636) (the Prior Registration Statement), to register under the Securities Act of 1933, among other things, shares of Medtronic, Inc. common stock, par value \$0.10 per share (the Common Stock), issuable under the Medtronic, Inc. 2008 Stock Award and Incentive Plan (the Plan) (As amended and restated effective August 27, 2009). This Registration Statement has been prepared and filed pursuant to and in accordance with the requirements of General Instruction E to Form S-8 for the purpose of effecting the registration under the Securities Act of 1933 of an additional 50,000,000 shares of Common Stock that are issuable under the Plan at any time or from time to time.

STATEMENT OF INCORPORATION BY REFERENCE

Pursuant to General Instruction E to Form S-8, Medtronic hereby incorporates by reference the contents of the Prior Registration Statement to the extent not otherwise amended or superseded by the contents hereof.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed with (excluding documents furnished to) the Securities and Exchange Commission (the Commission) pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act) are hereby incorporated by reference into this Registration Statement:

(1) Medtronic's Annual Report on Form 10-K, for the fiscal year ended April 24, 2009, filed with the Commission on June 23, 2009, and Medtronic's Quarterly Report on Form 10-Q for the fiscal quarter ended July 31, 2009, filed with the Commission on September 9, 2009;

(2) Medtronic's Current Reports on Form 8-K filed with the Commission on April 29, 2009, May 5, 2009, and September 1, 2009; and

(3) The description of Common Stock and the associated Preferred Stock Purchase Rights contained in Amendment No. 2 to the Registration Statement on Form S-4 (No. 333-121239) filed with the Commission on January 10, 2005, under the heading Description of Capital Stock including any amendments or reports filed for the purpose of updating such description.

All other documents subsequently filed (excluding those furnished) by Medtronic pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities that remain unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed incorporated herein by reference shall be deemed to be modified or superseded for the purpose of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is, or is deemed to be, incorporated herein by reference modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits

Exhibit Number

- |      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.1  | Rights Agreement, dated as of October 26, 2000, between Medtronic, Inc. and Wells Fargo Bank Minnesota, N.A., including, as Exhibit A thereto, the form of Certificate of Designations, Preferences and Rights of Series A Junior Participating Preferred Shares of Medtronic, Inc. and, as Exhibit B thereto, the form of Preferred Stock Purchase Right Certificate, is incorporated herein by reference to Exhibit 4.1 to Medtronic, Inc.'s Form 8-A filed on November 3, 2000. |
| 5.1  | Opinion of Counsel regarding the legality of the securities being registered                                                                                                                                                                                                                                                                                                                                                                                                       |
| 10.1 | Medtronic, Inc. 2008 Stock Award and Incentive Plan (As amended and restated effective August 27, 2009) (incorporated by reference to Appendix B to the Registrant's 2009 Proxy Statement filed on July 17, 2009)                                                                                                                                                                                                                                                                  |

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23.1	Consent of Counsel (included in Exhibit 5.1)
23.2	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm
24.1	Power of Attorney

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Medtronic certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis, Minnesota, on the 15th day of October, 2009.

MEDTRONIC, INC.

By: /s/ William A. Hawkins  
William A. Hawkins  
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the 15th day of October, 2009.

By: /s/ William A. Hawkins  
William A. Hawkins  
Chairman and Chief Executive Officer  
(principal executive officer)

By: /s/ Gary L. Ellis  
Gary L. Ellis  
Senior Vice President and Chief  
Financial Officer (principal financial and  
accounting officer)

Richard H. Anderson*	)	
David L. Calhoun*	)	
Victor J. Dzau, M.D.*	)	
William A. Hawkins*	)	
Shirley Ann Jackson, Ph.D.*	)	
James T. Lenehan*	)	Directors
Denise M. O Leary*	)	
Kendall J. Powell*	)	
Robert C. Pozen*	)	
Jean-Pierre Rosso*	)	
Jack W. Schuler*	)	

\* D. Cameron Findlay, by signing his name hereto, does hereby sign this document on behalf of each



of the above  
named directors  
of the Registrant  
pursuant to  
powers of  
attorney duly  
executed by  
such persons on  
the 27th day of  
August, 2009.

By: /s/ D. Cameron Findlay  
D. Cameron Findlay  
Senior Vice President, General Counsel  
and Corporate Secretary, as  
Attorney-in-Fact

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**EXHIBIT INDEX  
TO  
REGISTRATION STATEMENT ON FORM S-8**

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