

MEDTRONIC INC
Form 4
February 22, 2008

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 *
SCHULER JACK W

(Last) (First) (Middle)

**STERICYCLE, INC., 28161 N
KEITH DR.**

(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MEDTRONIC INC [MDT]

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2008

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)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/21/2008		P		15,000 A \$ 48.2		237,389.71 D
Common Stock	02/21/2008		P		10,000 A \$ 48.25		247,389.71 D
Common Stock	02/21/2008		P		2,000 A \$ 48.43		249,389.71 D
Common Stock	02/21/2008		P		5,300 A \$ 48.45		254,689.71 D
Common Stock	02/21/2008		P		800 A \$ 48.46		255,489.71 D

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Common Stock	02/21/2008	P	10,000	A	\$ 48.47	265,489.71	D
Common Stock	02/21/2008	P	3,200	A	\$ 48.49	268,689.71	D
Common Stock	02/21/2008	P	28,700	A	\$ 48.5	297,389.71	D
Common Stock	02/21/2008	P	300	A	\$ 49.25	297,689.71	D
Common Stock	02/21/2008	P	1,200	A	\$ 49.27	298,889.71	D
Common Stock	02/21/2008	P	900	A	\$ 49.28	299,789.71	D
Common Stock	02/21/2008	P	300	A	\$ 49.29	300,089.71	D
Common Stock	02/21/2008	P	9,000	A	\$ 49.3	309,089.71	D
Common Stock	02/21/2008	P	2,500	A	\$ 49.31	311,589.71	D
Common Stock	02/21/2008	P	600	A	\$ 49.32	312,189.71	D
Common Stock	02/21/2008	P	9,000	A	\$ 49.33	321,189.71	D
Common Stock	02/21/2008	P	6,000	A	\$ 49.34	327,189.71	D
Common Stock	02/21/2008	P	6,200	A	\$ 49.35	333,389.71	D
Common Stock	02/21/2008	P	700	A	\$ 49.37	334,089.71	D
Common Stock	02/21/2008	P	11,300	A	\$ 49.38	345,389.71	D
Common Stock	02/21/2008	P	5,100	A	\$ 49.39	350,489.71	D
Common Stock	02/21/2008	P	11,600	A	\$ 49.4	362,089.71	D
Common Stock	02/21/2008	P	6,100	A	\$ 49.43	368,189.71	D
Common Stock	02/21/2008	P	5,400	A	\$ 49.44	373,589.71	D
Common Stock	02/21/2008	P	7,500	A	\$ 49.45	381,089.71	D
	02/21/2008	P	2,000	A		383,089.71	D

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Common Stock		\$						
		49.49						
Common Stock			33,300	I				by Tanya Eva Schuler Trust
Common Stock			33,300	I				by Theresa Heidi Schuler Trust
Common Stock			33,300	I				by Tino Hans Schuler Trust
Common Stock			12,900	I				By Wife

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

SCHULER JACK W
STERICYCLE, INC.
28161 N KEITH DR.
LAKE FOREST, IL 60045

Signatures

James N. Spolar,
Attorney-in-fact

02/22/2008

__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).

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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