

MEDTRONIC INC  
Form POS AM  
March 22, 2005

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As filed with the Securities and Exchange Commission on March 22, 2005

Registration No. 333-74994

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1  
TO FORM S-3  
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)

**710 Medtronic Parkway  
Minneapolis, Minnesota 55432  
(763) 514-4000**

(Address, including zip code, and telephone number, including area code, of  
registrant's principal executive offices)

**Neil Ayotte  
Vice President and Senior Legal Counsel  
710 Medtronic Parkway  
Minneapolis, Minnesota 55432  
(763) 514-4000**

(Name and address, including zip code, and telephone number, including area  
code, of agent for service of process)

*Copies to:*

**Melodie R. Rose, Esq.  
Fredrikson & Byron, P.A.  
200 South Sixth Street, Suite 4000  
Minneapolis, MN 55402  
(612) 492-7000**



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**DEREGISTRATION OF SECURITIES**

Medtronic, Inc. filed with the Securities and Exchange Commission a Registration Statement on Form S-3 on December 12, 2001 (Registration No. 333-74994) (the Registration Statement ) pertaining to the registration of up to \$2,012,500,000 of its 1.25% Contingent Convertible Debentures, due 2021 (the Debentures ) or shares of its common stock issuable upon conversion of the Debentures. Such securities were registered to permit resale of such securities, by selling securitiesholders named in the Registration Statement as well as their transferees, pledgees or donees or their successors.

As holders of such securities may now rely on Rule 144(k) to resell the Debentures and shares of our common stock issuable upon conversion of the Debentures, we are seeking to deregister those securities that remain unsold under the Registration Statement as of the date hereof. By filing this Post-Effective Amendment No. 1 to the Registration Statement, we hereby deregister such securities originally registered by the Registration Statement as remain unsold as of the date hereof.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Minneapolis, State of Minnesota, on March 22, 2005.

**MEDTRONIC, INC.**

By: /s/ Robert L. Ryan  
 Title: Senior Vice President and Chief  
 Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed by the following persons on March 22, 2005 in the capacities indicated.

<b>Signature</b>	<b>Title</b>
/s/ ARTHUR D. COLLINS, JR.  Arthur D. Collins, Jr. /s/ ROBERT L. RYAN	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer) Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
Robert L. Ryan /s/ RICHARD H. ANDERSON	Director
Richard H. Anderson /s/ MICHAEL R. BONSIGNORE	Director
Michael R. Bonsignore /s/ WILLIAM R. BRODY, M.D., PH.D.	Director
William R. Brody, M.D., Ph.D.	

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<b>Signature</b>	<b>Title</b>
<hr/> <i>/s/ ANTONIO M. GOTTO, JR., M.D., D.PHIL.</i> <hr/>	Director
Antonio M. Gotto, Jr., M.D., D.Phil <i>/s/ SHIRLEY ANN JACKSON, PH.D.</i> <hr/>	Director
Shirley Ann Jackson, Ph.D. <i>/s/ DENISE M. O LEARY</i> <hr/>	Director
Denise M. O Leary <i>/s/ ROBERT C. POZEN</i> <hr/>	Director
Robert C. Pozen <i>/s/ JEAN-PIERRE ROSSO</i> <hr/>	Director
Jean-Pierre Rosso <i>/s/ JACK W. SCHULER</i> <hr/>	Director
Jack W. Schuler <i>/s/ GORDON M. SPRENGER</i> <hr/>	Director
Gordon M. Sprenger	