

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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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 *
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)
02/20/2008

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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock				(A) or (D)	Amount			
Common Stock				(A) or (D)	Price			
Common Stock	02/20/2008		P	1,233 A	\$ 48.83	22,233	I	by Tanya Eva Schuler Trust
Common Stock								by Theresa Heidi Schuler Trust

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Common Stock	02/20/2008	P	3,367	A	\$ 48.84	25,600	I	by Theresa Heidi Schuler Trust
Common Stock	02/20/2008	P	167	A	\$ 48.865	25,767	I	by Theresa Heidi Schuler Trust
Common Stock	02/20/2008	P	1,333	A	\$ 48.87	27,100	I	by Theresa Heidi Schuler Trust
Common Stock	02/20/2008	P	3,933	A	\$ 48.88	31,033	I	by Theresa Heidi Schuler Trust
Common Stock	02/20/2008	P	1,000	A	\$ 48.89	32,033	I	by Theresa Heidi Schuler Trust
Common Stock	02/20/2008	P	55	A	\$ 48.91	32,088	I	by Theresa Heidi Schuler Trust
Common Stock	02/20/2008	P	327	A	\$ 48.915	32,415	I	by Theresa Heidi Schuler Trust
Common Stock	02/20/2008	P	885	A	\$ 48.92	33,300	I	by Theresa Heidi Schuler Trust
Common Stock	02/20/2008	P	1,300	A	\$ 48.77	1,300	I	by Tino Hans Schuler Trust
Common Stock	02/20/2008	P	3,666	A	\$ 48.78	4,966	I	by Tino Hans

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Common Stock	02/20/2008	P	3,300	A	\$ 48.785	8,266	I	Schuler Trust by Tino Hans Schuler Trust
Common Stock	02/20/2008	P	2,067	A	\$ 48.79	10,333	I	by Tino Hans Schuler Trust
Common Stock	02/20/2008	P	3,300	A	\$ 48.8	13,633	I	by Tino Hans Schuler Trust
Common Stock	02/20/2008	P	3,434	A	\$ 48.81	17,067	I	by Tino Hans Schuler Trust
Common Stock	02/20/2008	P	3,833	A	\$ 48.82	20,900	I	by Tino Hans Schuler Trust
Common Stock	02/20/2008	P	100	A	\$ 48.825	21,000	I	by Tino Hans Schuler Trust
Common Stock	02/20/2008	P	1,233	A	\$ 48.83	22,233	I	by Tino Hans Schuler Trust
Common Stock	02/20/2008	P	3,367	A	\$ 48.84	25,600	I	by Tino Hans Schuler Trust
Common Stock	02/20/2008	P	167	A	\$ 48.865	25,767	I	by Tino Hans Schuler Trust
Common Stock	02/20/2008	P	1,333	A	\$ 48.87	27,100	I	by Tino Hans Schuler Trust
Common Stock	02/20/2008	P	3,933	A	\$ 48.88	31,033	I	by Tino Hans Schuler

Common Stock	02/20/2008	P	1,000	A	\$ 48.89	32,033	I	Trust by Tino Hans Schuler Trust
Common Stock	02/20/2008	P	55	A	\$ 48.91	32,088	I	Trust by Tino Hans Schuler Trust
Common Stock	02/20/2008	P	327	A	\$ 48.915	32,415	I	Trust by Tino Hans Schuler Trust
Common Stock	02/20/2008	P	885	A	\$ 48.92	33,300	I	Trust by Tino Hans Schuler Trust
Common Stock						8,800	I	By Wife

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

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

X

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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