

November 22, 2002

- TABLE I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

TABLE II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.	2.	3.	3A.	4.	5.	6.	7.
							Title and Amount
							of Underlying
							Securities
	Conversion or	Transaction	Execution		Number of	Date Exercisable	
	Exercise	Date	Date		Derivative	and Expiration Date	
	Price of			Transaction	Securities	(Month/Day/Year)	Amount
				Acquired (A)			or

Edgar Filing: MEDTRONIC INC - Form 4

Title of Derivative Security	Deriv- ative Security	(Month/ Day/ Year)	(Month/ Day/ Year)	tion Code Code	Disposed (D) V	(A) (A)	(D) (D)	-----+-----+ Date Exer- cisable	-----+-----+ Expira- tion Date	-----+-----+ Title	Number of Shares
------------------------------------	-----------------------------	--------------------------	--------------------------	-------------------	-------------------	------------	------------	---------------------------------------	--------------------------------------	-----------------------	------------------------

Explanation of Responses:

SIGNATURE OF REPORTING PERSON

/s/ Carol E. Malkinson, Attorney-in-fact

Stephen H. Mahle

DATE _____

11/22/2002