

CAMBRIDGE HEART INC

Form 4

March 23, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MEDTRONIC INC

2. Issuer Name **and** Ticker or Trading  
Symbol  
CAMBRIDGE HEART INC  
[CAMH]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

710 MEDTRONIC PARKWAY

(Street)

MINNEAPOLIS, MN 55432

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/26/2005

4. If Amendment, Date Original  
Filed(Month/Day/Year)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ 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	(A) or (D)	Price
Common Stock	01/26/2005		C		2,941,172	A	\$ 4.42
Common Stock	02/22/2005		C		390,546	A	\$ 4.42

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  
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SEC 1474  
(9-02)

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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 Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series A Convertible Preferred Stock	\$ 4.42	01/26/2005		C			226,224	05/12/2003	<u>(3)</u>	Common Stock
Warrant to Purchase Series A Convertible Preferred Stock	\$ 4.42	02/22/2005		X			67,873	05/12/2003	01/01/2009	Series A Convertible Preferred Stock
Series A Convertible Preferred Stock	\$ 4.42	02/22/2005		F			37,831 <u>(2)</u>	05/12/2003	<u>(3)</u>	Common Stock
Series A Convertible Preferred Stock	\$ 4.42	02/22/2005		C		30,042		05/12/2003	<u>(3)</u>	Common Stock
Series A Convertible Preferred Stock	\$ 4.42	02/22/2005		C			30,042	05/12/2003	<u>(3)</u>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEDTRONIC INC 710 MEDTRONIC PARKWAY MINNEAPOLIS, MN 55432		X		
MEDTRONIC INTERNATIONAL LTD 710 MEDTRONIC PARKWAY MINNEAPOLIS, MN 55432		X		

## Signatures

/s/ Neil P. Ayotte, Assistant Secretary

03/21/2005

\_\_Signature of Reporting Person

Date

/s/ Neil P. Ayotte, Sr. Legal Counsel and Assistant Secretary

03/21/2005

\_\_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).
- (1) Each share of Series A Preferred Stock is convertible into 13 shares of Common Stock subject to adjustment for splits, combinations, and in certain cases, dilutive issuances and stock market price declines.
- (2) The disposition of these shares is pursuant to the cashless exercise of the Warrant.
- (3) No expiration date.

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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