

NELSON GLEN D MD

Form 5

June 07, 2002

1. Name and Address of Reporting Person
Nelson, M.D., Glen D.
Medtronic, Inc.
710 Medtronic Pkwy
Minneapolis, MN 55432-
2. Issuer Name and Ticker or Trading Symbol
Medtronic, Inc. (MDT)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
2002
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
() Director () 10% Owner
() Officer (give title below) (X) Other (specify below)
Retired Vice Chairman
7. Individual or Joint/Group Filing (Check Applicable Line)
(X) 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	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D)	5. Amount or Beneficial Ownership End Year
			Amount A/D Price	
Common Stock				111901.
Common Stock				8289.73
Common Stock				316126
Common Stock				127564
Common Stock				48958.4
Common Stock				22400
Common Stock				74999

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

1.	2.	3.	4.	5.	6.	7.	8.
						Title and Amount	
						of Underlying	
	Conver-			Number of		Securities	

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	Transaction or Derivative Securities Acquired (A) or Disposed (D)	Date Exercisable and Expiration Date (Month/Day/Year)	Amount or Number of Shares	
Title of Derivative Security	Exercise Price of Transaction Date (Month/Day/Year)	Transaction Code	Dispossession Date (Month/Day/Year)	Expiration Date (Month/Day/Year)
Derivative Security	Exercise Price of Transaction Date (Month/Day/Year)	Transaction Code	Dispossession Date (Month/Day/Year)	Expiration Date (Month/Day/Year)
Stock Options (Right to buy)	\$43.81	04/26/2002 A	42101	04/26/2002 04/26/2012
Right to Receive Stock	\$0	04/26/2002 A	542.932	