

MEDTRONIC INC  
Form 10-Q/A  
September 09, 2009

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

**FORM 10-Q/A**  
(Amendment No. 1)

**QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the quarterly period ended July 31, 2009**

**Commission File Number 1-7707**  
**MEDTRONIC, INC.**

(Exact name of registrant as specified in its charter)

**Minnesota**  
(State of incorporation)

**41-0793183**  
(I.R.S. Employer  
Identification No.)

**710 Medtronic Parkway**  
**Minneapolis, Minnesota 55432**  
(Address of principal executive offices) (Zip Code)

**(763) 514-4000**  
(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data Filing required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  
Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes  No

Shares of common stock, \$.10 par value, outstanding on September 3, 2009: 1,106,803,531

**Explanatory Note**

The sole purpose of this Amendment No. 1 to our Quarterly Report on Form 10-Q for the period ended July 31, 2009, as filed with the Securities and Exchange Commission on September 9, 2009, is to furnish Exhibit 101 which was previously furnished as Exhibit 100 to the Form 10-Q, and to amend the Exhibit Index referenced in Part II, Item 6 of the report accordingly.

No other changes have been made to the Form 10-Q other than those described above. This Amendment No. 1 does not reflect subsequent events occurring after the original filing date of the Form 10-Q or modify or update in any way disclosures made in the Form 10-Q.

**Item 6. Exhibits**

(a) Exhibits

- 10.1\* Form of Amended and Restated Change of Control Employment Agreement for Medtronic Executive Officers.
- 12.1\* Medtronic, Inc. Computation of Ratio of Earnings to Fixed Charges.
- 31.1\* Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2\* Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1\* Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2\* Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101.INS\*\* XBRL Instance Document
- 101.SCH\*\* XBRL Schema Document
- 101.CAL\*\* XBRL Calculation Linkbase Document
- 101.DEF\*\* XBRL Definition Linkbase Document
- 101.LAB\*\* XBRL Label Linkbase Document
- 101.PRE\*\* XBRL Presentation Linkbase Document

\* Previously filed or furnished, as applicable, with our Form 10-Q as filed on September 9, 2009

\*\* Furnished with this Form 10-Q/A

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: September 9, 2009

Medtronic, Inc.  
(Registrant)

/s/ William A. Hawkins  
William A. Hawkins  
Chairman and Chief Executive Officer

Date: September 9, 2009

/s/ Gary L. Ellis  
Gary L. Ellis  
Senior Vice President and  
Chief Financial Officer