

MEDTRONIC INC
Form 8-K
August 31, 2010

UNITES STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 25, 2010

Medtronic, Inc.

(Exact name of Registrant as Specified in its Charter)

| | | |
|---|---|--|
| Minnesota (State or other jurisdiction of incorporation) | 1-7707 (Commission File Number) | 41-0793183 (IRS Employer Identification No.) |
|---|---|--|

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

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

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders

The 2010 Annual Meeting of Shareholders of Medtronic, Inc. (the Company) was held on August 25, 2010. The votes cast with respect to each item of business properly presented at the meeting are as follows:

The shareholders elected each of the eleven nominees to the Board of Directors to serve for one-year terms, as follows:

| | For | Withheld | Broker Non-Vote |
|---------------------------|-------------|-----------------|----------------------------|
| Richard H. Anderson | 743,672,849 | 35,078,312 | 113,412,983 |
| David L. Calhoun | 766,362,255 | 12,388,906 | 113,412,983 |
| Victor J. Dzau, M.D. | 734,410,650 | 44,340,511 | 113,412,983 |
| William A. Hawkins | 755,617,537 | 23,133,624 | 113,412,983 |
| Shirley A. Jackson, Ph.D. | 727,081,711 | 51,669,450 | 113,412,983 |
| James T. Lenehan | 769,249,828 | 9,501,333 | 113,412,983 |
| Denise M. O Leary | 768,744,219 | 10,006,942 | 113,412,983 |
| Kendall J. Powell | 687,568,627 | 91,182,534 | 113,412,983 |
| Robert C. Pozen | 769,429,700 | 9,321,461 | 113,412,983 |
| Jean-Pierre Rosso | 739,819,376 | 38,931,785 | 113,412,983 |
| Jack W. Schuler | 683,440,303 | 95,310,858 | 113,412,983 |

The shareholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm.

| | |
|-----------------|-------------|
| For | 884,655,376 |
| Against | 6,750,379 |
| Abstain | 748,389 |
| Broker Non-Vote | N/A |

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 hereunto duly authorized.

MEDTRONIC, INC.

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

Date: August 31, 2010