

MEDTRONIC INC

Form 4

January 28, 2015

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ISHRAK OMAR

(Last) (First) (Middle)

**C/O MEDTRONIC INC, 710
MEDTRONIC PKWY MS, LC300**

(Street)

MINNEAPOLIS, MN 55432

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MEDTRONIC INC [MDT]

3. Date of Earliest Transaction
(Month/Day/Year)
01/26/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

CHAIRMAN & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 (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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common stock | 01/26/2015 | | D | | 574,343.427 | D | <u>11</u> 0 |

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
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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 Amount of Underlying Securities (Instr. 3 and 4) |
|---|---|---|---|---|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Stock Option (right to buy) | \$ 34.88 | 01/26/2015 | | D | 323,013 | <u>(2)</u> 08/24/2021 | Common stock 323,01 |
| Employee Stock Option (right to buy) | \$ 38.81 | 01/26/2015 | | D | 290,338 | <u>(3)</u> 07/30/2022 | Common stock 290,33 |
| Employee Stock Option (right to buy) | \$ 55.32 | 01/26/2015 | | D | 221,765 | <u>(4)</u> 07/29/2023 | Common stock 221,76 |
| Employee Stock Option (right to buy) | \$ 62.76 | 01/26/2015 | | D | 223,073 | <u>(5)</u> 07/28/2024 | Common stock 223,07 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| ISHRAK OMAR C/O MEDTRONIC INC, 710 MEDTRONIC PKWY MS LC300 MINNEAPOLIS, MN 55432 | X CHAIRMAN & CEO |

Signatures

/s/ Rhonda L. Ingalsbe,
Attorney-in-fact 01/28/2015

 **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).

Represents shares of Medtronic, Inc. ("Medtronic"), including a balance increase of 4,376.049 shares since the officer's last Form 4 filing due to exempt transactions such as dividend reinvestment, disposed of pursuant to the merger (the "Merger") of a wholly-owned subsidiary of Medtronic plc ("New Medtronic") with and into Medtronic, with Medtronic surviving as a wholly-owned subsidiary of New Medtronic, in exchange for ordinary shares of New Medtronic, which was consummated after and conditioned on New Medtronic's acquisition of Covidien plc, by means of a "scheme of arrangement", an Irish statutory procedure under the Companies Act of 1963. At the effective time of the Merger, each Medtronic common share was cancelled and converted into the right to receive one New Medtronic ordinary share. Under the terms of the Merger, Mr. Ishrak received cash in lieu of fractional shares of New Medtronic and restricted stock units were rounded up to the nearest whole share.

(1) This option, which was partially vested at the effective time of the Merger, was assumed by New Medtronic in the Merger and converted into an option to purchase 323,013 ordinary shares of New Medtronic for \$34.88 per share with the same terms and conditions as the original Medtronic stock option.

(2) This option, which was partially vested at the effective time of the Merger, was assumed by New Medtronic in the Merger and converted into an option to purchase 290,338 ordinary shares of New Medtronic for \$38.81 per share with the same terms and conditions as the original Medtronic stock option.

(3) This option, which was partially vested at the effective time of the Merger, was assumed by New Medtronic in the Merger and converted into an option to purchase 221,765 ordinary shares of New Medtronic for \$55.32 per share with the same terms and conditions as the original Medtronic stock option.

(4) This option, which was unvested at the effective time of the Merger, was assumed by New Medtronic in the Merger and converted into an option to purchase 223,073 ordinary shares of New Medtronic for \$62.76 per share with the same terms and conditions as the original Medtronic stock option.

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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