

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)  Other (specify below)  
 Retired Vice Chairman
7. 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	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D)			5. Amou Secu Bene Owne 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.
	Conver-			Number of		Title and Amount of Underlying Securities	

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