

TENGION INC
Form 4
January 10, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MEDTRONIC INC

2. Issuer Name and Ticker or Trading Symbol
TENGION INC [TNGN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
710 MEDTRONIC PARKWAY, NE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/08/2013

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

MINNEAPOLIS, MN 55432

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

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
Common Stock				(A) or (D)	247,350 ⁽¹⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration	7. Title and Underlying S (Instr. 3 and Title
Common Stock Warrant (right to buy)	\$ 28.8 ⁽¹⁾	01/08/2013		H	185,513	03/04/2011 03/04/2016	Common Stock
Common Stock Warrant (right to buy)	\$ 1.1 ⁽¹⁾	01/08/2013		P	4,857,068	01/08/2013 03/04/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEDTRONIC INC 710 MEDTRONIC PARKWAY, NE MINNEAPOLIS, MN 55432			X	

Signatures

Gary L. Ellis, Senior Vice President and Chief Financial Officer	01/10/2013
<small>**Signature of Reporting Person</small>	<small>Date</small>

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).
- (1) On 6/14/12, the Company completed a one-for-ten reverse stock split. All common stock amounts and exercise prices in the filing relating to securities acquired prior to 6/14/12 have been adjusted to reflect the one-for-ten reverse stock split.

The reported transactions consist of an amendment and restatement of warrants pursuant to an Exchange Agreement executed January 8,
- (2) 2013, effective December 31, 2012. The amendment is reported above as the cancellation of a warrant to purchase 185,513 shares at \$28.80 per share and the acquisition of a warrant to purchase 4,857,068 shares at \$1.10 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.