

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:

	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Vote</b>
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

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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 hereunto duly authorized.

MEDTRONIC, INC.

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

Date: August 31, 2010