MEDTRONIC INC Form 4 October 28, 2002 1. Name and Address of Reporting Person Wilson, Barry W. 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 10/24/2002 5. If Amendment, Date of Original (Month/Day/Year) 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) () Director () 10% Owner (X) Officer (give title below) () Other (specify below) Sr. Vice President, President, International 7. Individual or Joint/Group Filing (Check Applicable Line) (X) 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	act	2. Trans- 3. Trans- action action Date Code		4. Securities Acquired (A) or Disposed of (D) 			5. 	Am Se Be
	 (Mont Day,			 ++++			 	Owr Enc Mor
	Yea:		V	Amount	A/D	Price	l	14101

Common		750
Common	Stock	750
Common	Stock	1180.15

TABLE II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

+	_+	+	+	+	+		+		_+-
1.	2.	3.	4.	5.	16.		7.		8
		l	1		1				
		l	1		1				
		l	1		1				
			1				Title a	nd Amount	こ
		l	1		1		of Unde	rlying	
	Conver-	l	1	Number of	1		Securit	ies	
	sion or	l	1	Derivative	Date Exerc	isable	+	+	-+
	Exercise	l	1	Securities	and Expira	tion Date		Amount	
	Price of	Transac-	Transac-	Acquired(A)	(Month/Day	/Year)		or	
Title of	Deriv-	tion Date	tion Code	Disposed(D)	+	+	+	Number	P
Derivative	ative	(Month/	++	+	+Date Exer-	Expira-		of	D
Security	Security	Day/Year)	Code V	(A) (D)	cisable	tion Date	Title	Shares	S
+	-++	+	++	+	+	+	+	+	-+-

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Stock Options	\$44.87	10/24/2002 A	33430	10/24/2003 10/24/2012 Common 33430	5
(Right to buy)					

\$