

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 Owe 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.
						Title and Amount of Underlying Securities	
	Conver-			Number of			

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Title of Derivative Security	Exercise Price of Transaction	Transaction Date (Month/Day/Year)	Transaction Code	Derivative Securities Acquired (A) or Disposed (D)		Date Exercisable and Expiration Date		Amount or Number of Shares	Title
				(A)	(D)	Exercisable Date	Expiration Date		
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