ST JUDE MEDICAL INC

Form 4

December 19, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Fain Eric S			2. Issuer Name and Ticker or Trading Symbol ST JUDE MEDICAL INC [STJ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
			(Month/Day/Year)	Director 10% Owner			
ONE ST. JUDE MEDICAL DRIVE (Street)			12/17/2014	_X_ Officer (give title Other (specify below)			
				Group President			
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
ST. PAUL, MN 55117				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	12/17/2014		M	4,000	A	<u>(1)</u>	75,271	D	
Common Stock	12/17/2014		F	1,524 (2)	D	\$ 65.61	73,747	D	
Common Stock	12/17/2014		M	2,554	A	<u>(1)</u>	76,301	D	
Common Stock	12/17/2014		F	973 (3)	D	\$ 65.61	75,328	D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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)	Transaction Code S (Instr. 8) A (Instr. 8) A (Instr. 8) A	5. Number of Derivative Securities Acquired (A) or Disposed of D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V ((A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	12/17/2014		M	4,000	12/17/2013(4)	<u>(1)</u>	Common Stock	12,000
Restricted Stock Units	(1)	12/17/2014		M	2,554	12/17/2014(4)	<u>(1)</u>	Common Stock	10,216

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Fain Eric S

ONE ST. JUDE MEDICAL DRIVE Group President

ST. PAUL, MN 55117

Signatures

/s/ Kashif Rashid, Attorney in Fact 12/19/2014

**Signature of Reporting Person Date

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) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- (2) 4,000 shares of restricted stock vested on December 17, 2014. 1,524 shares were used to pay taxes and 2,476 shares were released.
- (3) 2,554 shares of restricted stock vested on December 17, 2014. 973 shares were used to pay taxes and 1,581 shares were released.
- (4) The restricted stock units will vest 25% on each of the first four anniversary dates of the date of the grant beginning the date shown.

Reporting Owners 2

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