

ST JUDE MEDICAL INC

Form 4

December 19, 2014

FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Andrade Lisa

(Last) (First) (Middle)

6300 BEE CAVE ROAD, BLDG 2,
SUITE 100

(Street)

AUSTIN, TX 78746

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
ST JUDE MEDICAL INC [STJ]

3. Date of Earliest Transaction
(Month/Day/Year)
12/17/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP and Chief Marketing Officer

6. 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 (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	12/17/2014		M	303 A	4,344	D	
Common Stock	12/17/2014		F	85 ⁽²⁾ D	\$ 65.61 4,259	D	
Common Stock	12/17/2014		M	477 A	4,736	D	
Common Stock	12/17/2014		F	133 ⁽³⁾ D	\$ 65.61 4,603	D	
Common Stock	12/17/2014		M	1,315 A	5,918	D	

Edgar Filing: ST JUDE MEDICAL INC - Form 4

Common Stock 12/17/2014 F 365 ⁽⁴⁾ D \$ 65.61 5,553 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	4. Transaction Code (Instr. 8)	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)	8. Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	12/17/2014		M	303	12/17/2012 ⁽⁵⁾ <u>(1)</u>	Common Stock	606
Restricted Stock Units	<u>(1)</u>	12/17/2014		M	477	12/17/2013 ⁽⁵⁾ <u>(1)</u>	Common Stock	1,431
Restricted Stock Units	<u>(1)</u>	12/17/2014		M	1,315	12/17/2014 ⁽⁵⁾ <u>(1)</u>	Common Stock	5,260

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Andrade Lisa 6300 BEE CAVE ROAD BLDG 2, SUITE 100 AUSTIN, TX 78746	VP and Chief Marketing Officer

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) 303 shares of restricted stock vested on December 17, 2014. 85 shares were used to pay taxes and 218 shares were released.
- (3) 477 shares of restricted stock vested on December 17, 2014. 133 shares were used to pay taxes and 344 shares were released.
- (4) 1,315 shares of restricted stock vested on December 17, 2014. 365 shares were used to pay taxes and 950 shares were released.
- (5) 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.

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.