

SCHULER JACK W
Form 4
December 23, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHULER JACK W

(Last) (First) (Middle)

STERICYCLE INC. 28161 N
KEITH DR

(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MEDTRONIC INC [MDT]

3. Date of Earliest Transaction
(Month/Day/Year)
12/22/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. 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 (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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					33,300	I	Tanya Schuler Trust
Common Stock					33,300	I	Theresa Schuler Trust
Common Stock					33,300	I	Tino Schuler Trust
Common Stock					12,900	I	Spouse

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Common Stock					30,000		I	Schuler Family Foundation
Common Stock <u>(1)</u>	12/22/2010		P	100,000 <u>(2)</u>	\$ 37.0604	489,780.741	D	

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHULER JACK W STERICYCLE INC. 28161 N KEITH DR LAKE FOREST, IL 60045				

Signatures

Rhonda L. Ingalsbe,
Attorney-in-fact
Date: 12/23/2010

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) This balance increased by 199,750 due to exempt transactions such as dividend equivalent credits.

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(2) This stock was purchased at an average price of \$37.0604 made up of the following: 100@36.94, 200@36.9425, 2200@36.945, 100@36.95, 800@36.9525, 3554@36.955, 100@36.96, 200@36.985, 100@36.991, 500@36.9925, 9026@36.995, 21270@37.00, 100@37.005, 3900@37.001, 200@37.015, 50@37.02, 4200@37.025, 4700@37.03, 4300@37.035, 2700@37.04, 2700@37.045, 2200@37.05, 4600@37.07, 3078@37.09, 700@37.095, 3400@37.10, 460@37.11, 1600@37.115, 1662@37.12, 4000@37.13, 3500@37.15, 2200@37.16, 1700@37.17, 1600@37.22, 1100@37.23, 1600@37.24, 1700@37.26, 1100@37.27, 300@37.275, and 2500@37.29.

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.