

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities and Exchange Act of 1934

Date of Report - August 19, 1996

MEDTRONIC, INC.

(Exact name of registrant as specified in its charter)

Minnesota	1-7707	41-0793183
(State or other Jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

7000 Central Avenue N.E.
Minneapolis, Minnesota 55432-3576
(Address of principal executive offices and zip code)

(612) 574-4000
(Registrant's telephone number, including area code)

ITEM 5. Other Events

On August 19, 1996, the registrant issued a press release announcing financial results for its fiscal first quarter ended August 2, 1996. The full text of the press release is set forth in Exhibit 99 attached hereto and is incorporated in this report as if fully set forth herein.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MEDTRONIC, INC.
(Registrant)

Date: August 20, 1996

By: /s/ Robert L. Ryan
Robert L. Ryan, Senior
Vice President and Chief
Financial Officer

EXHIBIT INDEX

Exhibit No.

Description

99

Press release dated August 19, 1996

Exhibit 99
[Medtronic Logo]

NEWS RELEASE

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FOR IMMEDIATE RELEASE

RECORD QUARTERLY REVENUES OF \$600.9 MILLION
DRIVE MEDTRONIC NET EARNINGS INCREASE OF 30.9 PERCENT

MINNEAPOLIS, MN, August 19, 1996 -- Led by solid contributions from all businesses and geographic areas, first-quarter revenues of Medtronic, Inc. (NYSE: MDT), reached \$600.9 million, an increase of 18.7 percent on a constant-currency basis. Net earnings were \$127.4 million, or \$0.53 a share, 30.9 percent and 29.3 percent, respectively, above figures of a year earlier. Quarterly earnings last year were \$97.3 million, or \$0.41 a share. Unfavorable foreign currency translation of \$22.0 million reduced revenue growth to 14.5 percent above the \$524.9 million reported a year ago.

(Prior-year financial results are restated to reflect results from AneuRx, Inc., and InStent Inc., which were acquired in May and June, respectively.)

William W. George, president and chief executive officer, noted that revenues from outside the United States increased more than 20 percent, and that productivity gains also played a significant role in Medtronic's ninth consecutive quarter of earnings growth exceeding revenue growth. "Medtronic's Pacing, Neurological, and Vascular businesses showed excellent increases. It is especially gratifying to see dramatic revenue gains from newer product lines and emerging markets," he said.

Medtronic's Pacing Business was led by its bradycardia pacemaker product lines, which scored a ninth consecutive quarter of double-digit growth in units and revenue. Bradycardia pacing maintained its strong double-digit percentage growth momentum as its Thera(R) and Thera(R) i series(TM) devices continued to capture worldwide market share. Pacemakers of the new Medtronic.Kappa(TM) generation, offering yet higher levels of therapeutic automaticity and physician efficiency, entered clinical evaluation in Europe shortly after the quarter ended.

Following clearance for marketing by the U.S. Food and Drug Administration of the Micro Jewel(TM) Model 7221 device, sales of implantable defibrillators increased dramatically over sales in the comparable period last year as physicians opted for the diagnostic capabilities and small size of the new device.

The Vascular Business reported revenue gains in excess of 40 percent on a constant-currency basis, largely on the strength of Wiktor(R) coronary stent sales in Europe and Japan. Also contributing to Vascular revenue growth were strong sales gains in ablation systems and devices for interventional neuroradiology. Solid contributions from surgical cannulae and tissue heart valves led the Cardiac Surgery business to high single-digit growth.

Neurological Business sales were up more than 50 percent. A strong contributing factor was rapid medical acceptance in Europe of neurostimulation for control of essential tremor or tremor associated with Parkinson's disease. This therapy, employing leads implanted in the thalamus and stimulation by an

implanted device, continues in U.S. clinical evaluation. Another significant new therapy, baclofen intrathecal delivered by the SynchroMed(R) drug infusion system for spasticity of cerebral origin, received FDA clearance during the quarter. Medtronic PS Medical, acquired in November, 1995, also contributed to the strong growth.

Medtronic, Inc., headquartered in Minneapolis, is the world's leading medical technology company specializing in implantable and invasive therapies. Its Internet address is <http://www.medtronic.com>.

(tabulation follows)

MEDTRONIC, INC.
 CONSOLIDATED STATEMENT OF EARNINGS
 (Unaudited)

	Three months ended	
	August 2, 1996	July 28, 1995
	(in thousands, except per share data)	
Net sales	\$ 600,870	\$ 524,943
Costs and expenses:		
Cost of products sold	155,581	151,047
Research and development expense	65,671	53,774
Selling, general, and administrative expense	191,710	175,193
Interest expense	2,023	1,765
Interest income	(8,658)	(6,409)
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Total costs and expenses	406,327	375,370
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Earnings before income taxes	194,543	149,573
Provision for income taxes	67,117	52,252
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Net earnings	\$ 127,426	\$ 97,321
	=====	=====
Weighted average shares outstanding	239,429	235,273
Earnings per share	\$ 0.53	\$ 0.41
	=====	=====

The FY96 amounts have been restated to reflect the May and June 1996 acquisitions of AneuRx, Inc. and InStent Inc. which were accounted for as poolings of interests.