

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A (No. 1)

[X] Annual report pursuant to section 13 or 15(d) of the Securities
Exchange Act of 1934. For the fiscal year ended April 30, 1999

Commission File No. 1-7707

MEDTRONIC, INC.

(Exact name of registrant as specified in charter)

Minnesota 41-0793183
(State of incorporation) (I.R.S. Employer Identification No.)
7000 Central Avenue N.E.
Minneapolis, Minnesota 55432
(Address of principal executive offices)
Telephone Number: (612) 514-4000

Securities registered pursuant to section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common stock, par value \$.10 per share	New York Stock Exchange, Inc.
Preferred stock purchase rights	New York Stock Exchange, Inc.

Securities registered pursuant to section 12(g) of the Act:
None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No ___

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ()

Aggregate market value of voting stock of Medtronic, Inc. held by nonaffiliates of the Registrant as of July 2, 1999, based on the closing price of \$77.6875, as reported on the New York Stock Exchange: \$45.11 billion.

Shares of Common Stock outstanding on July 2, 1999: 586,763,987

DOCUMENTS INCORPORATED BY REFERENCE

Portions of Registrant's 1999 Annual Report are incorporated by reference into Parts I, II and IV; portions of Registrant's Proxy Statement for its 1999 Annual Meeting are incorporated by reference into Part III.

PART IV

Item 14. Exhibits, Financial Statement Schedules, and Reports on Form 8-K

(a) 1. Financial Statements

Report of Independent Accountants (incorporated herein by reference to page 8 of Medtronic's 1999 Annual Report -- Financial Review)

Statement of Consolidated Earnings -- years ended April 30, 1999, 1998, and 1997 (incorporated herein by reference to page 9 of Medtronic's 1999 Annual Report -- Financial Review)

Consolidated Balance Sheet -- April 30, 1999 and 1998 (incorporated herein

by reference to page 10 of Medtronic's 1999 Annual Report -- Financial Review)

Statement of Consolidated Shareholders' Equity -- years ended April 30, 1999, 1998, and 1997 (incorporated herein by reference to page 11 of Medtronic's 1999 Annual Report -- Financial Review)

Statement of Consolidated Cash Flows -- years ended April 30, 1999, 1998, and 1997 (incorporated herein by reference to page 12 of Medtronic's 1999 Annual Report -- Financial Review)

Notes to Consolidated Financial Statements (incorporated herein by reference to pages 13 through 23 of Medtronic's 1999 Annual Report -- Financial Review)

2. Financial Statement Schedules

Schedule II. Valuation and Qualifying Accounts -- years ended April 30, 1999, 1998, and 1997. (Previously Filed)

All other schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

3. Exhibits

- 2.1 Agreement and Plan of Merger, Dated June 27, 1998, by and among Medtronic, Inc., Physio-Control International Corporation, and PC Merger Corp., including the Exhibits thereto (Exhibit 2.1).(a)
- 2.2 Agreement and Plan of Merger, dated November 1, 1998, by and among Medtronic, Inc., Sofamor Danek Group, Inc., and MSD Merger Corp., including the Exhibits thereto (Exhibit 2.3).(b)
- 2.3 Agreement and Plan of Merger, dated November 29, 1998, by and among Medtronic, Inc., Arterial Vascular Engineering, Inc., and MAV Merger Corp., including the Exhibits thereto (Exhibit 2.4).(c)
- 3.1 Medtronic Restated Articles of Incorporation, as amended to date (Exhibit 3.1).(d)
- 3.2 Medtronic Bylaws, as amended to date (Exhibit 3.2).(e)
- 4 Form of Rights Agreement dated as of June 27, 1991 between Medtronic and Norwest Bank Minnesota, National Association, including as Exhibit A thereto the form of Preferred Stock Purchase Right Certificate (Exhibit 4).(f)
- *10.1 1994 Stock Award Plan, as amended (Exhibit 10.1).(j)
- *10.2 Management Incentive Plan (Appendix B).(g)
- *10.3 1979 Restricted Stock and Performance Share Award Plan, as amended to date (Exhibit 10.3).(j)
- *10.4 1979 Nonqualified Stock Option Plan, as amended (Exhibit 10.4).(e)
- *10.5 Form of Employment Agreement for Medtronic executive officers (Exhibit 10.5).(h)
- *10.6 1991 Restricted Stock Plan for Non-Employee Directors (Exhibit 10.6).(e)

- *10.7 Capital Accumulation Plan Deferral Program (Exhibit 10.7).(e)
- *10.8 Executive Nonqualified Supplemental Benefit Plan (Restated May 1, 1997) (Exhibit 10.10).(f)
- *10.9 Stock Option Replacement Program (Exhibit 10.11).(j)
- *10.10 1998 Outside Director Stock Compensation Plan (Exhibit 10.12).(j)
- *10.11 Agreement with Officer (Exhibit 10).(i)
- *10.12 Amendment effective March 5, 1998 to the 1979 Nonqualified Stock Option Plan (Exhibit 10.14).(j)
- *10.13 Amendment effective April 30, 1999 to Stock Award and Compensatory Plans. (Previously Filed)
- 13 Those portions of Medtronic's 1999 Annual Shareholders Report expressly incorporated by reference herein, which shall be deemed filed with the Commission. (Previously Filed)
- 21 List of Subsidiaries. (Previously Filed)
- 23 Consent and Report of Independent Accountants (set forth on page 16 of Form 10-K previously filed).
- 24 Powers of Attorney. (Previously Filed)
- 27 Financial Data Schedules.

(a) Incorporated herein by reference to Exhibit 2 in Medtronic's Registration Statement on Form S-4 (Registration No. 333-59725), filed with the Commission on July 23, 1998.

- (b) Incorporated herein by reference to Exhibit 2 in Medtronic's Registration Statement on Form S-4 (Registration No. 333-68677), filed with the Commission on December 10, 1998.
- (c) Incorporated herein by reference to Exhibit 2 in Medtronic's Registration Statement on Form S-4 (Registration No. 333-69271), filed with the Commission on December 18, 1998.
- (d) Incorporated herein by reference to the cited exhibit in Medtronic's Quarterly Report on Form 10-Q for the quarter ended July 28, 1995, filed with the Commission on September 8, 1995.
- (e) Incorporated herein by reference to the cited exhibit in Medtronic's Annual Report on Form 10-K for the year ended April 30, 1996, filed with the Commission on July 24, 1996.
- (f) Incorporated herein by reference to the cited exhibit in Medtronic's Annual Report on Form 10-K for the year ended April 30, 1997, filed with the Commission on July 23, 1997.
- (g) Incorporated herein by reference to the cited appendix in Medtronic's Proxy Statement for its 1994 Annual Meeting of Shareholders, filed with the Commission on July 27, 1994.
- (h) Incorporated herein by reference to the cited exhibit in Medtronic's Annual Report on Form 10-K for the year ended April 30, 1995, filed with the Commission on July 25, 1995.
- (i) Incorporated herein by reference to the cited exhibit in Medtronic's Quarterly Report on Form 10-Q for the quarter ended January 30, 1998, filed with the Commission on March 13, 1998.
- (j) Incorporated herein by reference to the cited exhibit in Medtronic's Quarterly Report on Form 10-K for the year ended April 30, 1998, filed with the Commission on July 21, 1998.

*Items that are management contracts or compensatory plans or arrangements required to be filed as an exhibit pursuant to Item 14(c) of Form 10-K.

(b) Reports On Form 8-K

During the quarter ended April 30, 1999, Medtronic filed (i) a Report on Form 8-K dated January 28, 1999 reporting under Item 2 the completion of the previously announced transaction with Arterial Vascular Engineering, Inc. and (ii) a Report on Form 8-K dated March 8, 1999 reporting under Item 5 the previously announced transaction with AVECOR Cardiovascular, Inc.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MEDTRONIC, INC.

Dated: August 19, 1999

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

Commission File Number 1-7707

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

EXHIBITS
 TO
 FORM 10-K
 ANNUAL REPORT PURSUANT TO SECTION 13
 OF
 THE SECURITIES EXCHANGE ACT OF 1934
 FOR THE FISCAL YEAR ENDED APRIL 30, 1999

EXHIBITS INDEX

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<EPS-DILUTED>	1.00