

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MEDTRONIC, INC.
(Exact Name of Registrant as Specified in its Charter)

Minnesota
(State of Incorporation) 41--0793183
(I.R.S. Employer Identification Number)

7000 Central Avenue N.E.
Minneapolis, Minnesota 55432
(Address of Principal Executive Office and Zip Code)

MEDTRONIC, INC.
1994 STOCK AWARD PLAN
(Full Title of the Plan)

Carol E. Malkinson
Senior Legal Counsel and Assistant Secretary
Medtronic, Inc.
7000 Central Avenue N.E.
Minneapolis, Minnesota 55432
(763) 514-4000
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common stock, \$0.10 par value (3)	8,000,000 shares	\$49.31	\$394,480,000	\$104,143

(1) In addition, pursuant to Rule 416 under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein and any additional securities which may become issuable pursuant to anti-dilution provisions of the plan.

(2) Estimated pursuant to Rule 457(h) solely for the purpose of calculating the registration fee and based upon the average of the high and low prices of the Registrant's Common Stock on August 22, 2000.

(3) Each share of Common Stock includes a Preferred Stock Purchase Right pursuant to the Registrant's Shareholder Rights Plan.

The contents of the Registrant's Form S-8 Registration Statement, Registration No. 33-55329 dated September 1, 1994, relating to the 1994 Stock Award Plan, are incorporated herein by reference.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

- 4.1 Medtronic Restated Articles of Incorporation, as amended to date.(a)
- 4.2 Medtronic Bylaws, as amended to date.(b)
- 4.3 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.(c)
- 5. Opinion of counsel as to the legality of securities being registered.
- 23.1 Consent of counsel (contained in Exhibit 5).
- 23.2 Consent of PricewaterhouseCoopers LLP
- 24. Power of Attorney
- 99. Medtronic, Inc. 1994 Stock Award Plan (Amended and Restated as of April 30, 2000).(d)

- (a) Incorporated by reference to Exhibit 3.1 in Medtronic's Quarterly Report on Form 10-Q for the quarter ended October 29, 1999, filed with the Commission on December 10, 1999.
- (b) Incorporated by reference to Exhibit 3.2 in Medtronic's Annual Report on Form 10-K for the fiscal year ended April 30, 1996, filed with the Commission on July 24, 1996.
- (c) Incorporated by reference to Exhibit 4 in Medtronic's Annual Report on Form 10-K for the fiscal year ended April 30, 1997, filed with the Commission on July 23, 1997.
- (d) Incorporated by reference to Exhibit 10.1 in Medtronic's Annual Report on Form 10-K for the fiscal year ended April 30, 2000, filed with the Commission on July 21, 2000.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis and State of Minnesota, on August 29, 2000.

MEDTRONIC, INC.

By: /s/ WILLIAM W. GEORGE

William W. George
Chairman and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Dated: August 29, 2000

By: /s/ WILLIAM W. GEORGE

William W. George
Chairman and
Chief Executive Officer

Dated: August 29, 2000

By: /s/ ROBERT L. RYAN

Robert L. Ryan
Senior Vice President and
Chief Financial Officer
(Principal Financial and Accounting Officer)

Michael R. Bonsignore*
William R. Brody, M.D., Ph.D.*
Paul W. Chellgren*
Arthur D. Collins, Jr.*
William W. George* Directors
Antonio M. Gotto, Jr., M.D.*
Bernadine P. Healy, M.D.*
Glen D. Nelson, M.D.*
Jean-Pierre Rosso*
Jack W. Schuler*
Gordon M. Sprenger*

*David J. Scott, by signing his name hereto, does hereby sign this document on behalf of each of the above named directors of the registrant pursuant to powers of attorney duly executed by such persons.

Dated: August 29, 2000

By: /s/ DAVID J. SCOTT

David J. Scott
Attorney-In-Fact

MEDTRONIC, INC.

Form S-8 Registration Statement

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Commission on July 21, 2000.

August 29, 2000

Medtronic, Inc.
7000 Central Avenue N.E.
Minneapolis, Minnesota 55432

Ladies/Gentlemen:

I have acted as counsel to Medtronic, Inc., a Minnesota corporation (the "Company"), and have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by the Company with the Securities and Exchange Commission on or about August 29, 2000 in connection with the registration under the Securities Act of 1933, as amended, of 8,000,000 additional shares of the Company's common stock, par value \$0.10 per share (the "Shares"), reserved for issuance under the Company's 1994 Stock Award Plan.

I have examined such corporate records and other documents and have reviewed such matters of law as I have deemed relevant hereto and, based upon such examination and review, it is my opinion that all necessary corporate action on the part of the Company has been taken to authorize the issuance and sale of the Shares and that, when issued and sold as contemplated in the Registration Statement, the Shares will be legally issued, fully paid and nonassessable under the current laws of the State of Minnesota.

The foregoing opinions are limited to the laws of the state of Minnesota and the federal laws of the United States of America.

I consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Carol E. Malkinson

Carol E. Malkinson
Senior Legal Counsel
and Assistant Secretary

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated May 24, 2000 relating to the financial statements, which appears in Medtronic's 2000 Annual Report, which is incorporated by reference in Medtronic's Annual Report on Form 10-K for the year ended April 30, 2000. We also consent to the incorporation by reference of our report dated May 24, 2000 relating to the Financial Statement Schedule which appears in such Annual Report on Form 10-K.

/s/ PricewaterhouseCoopers LLP

Minneapolis, Minnesota
August 28, 2000

POWER OF ATTORNEY

Each of the undersigned directors and officers of Medtronic, Inc., a Minnesota corporation ("Medtronic"), hereby constitutes and appoints WILLIAM W. GEORGE and DAVID J. SCOTT, or either of them, their true and lawful attorneys-in-fact and agents, each with full power and authority to act as such without the other, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to do any and all acts and things and to execute any and all instruments that any of said attorneys and agents may deem necessary or advisable in connection with Medtronic's registration of additional shares underlying the 1994 Stock Award Plan in compliance with the Securities Act of 1933, as amended, with any regulations, rules or requirements of the Securities and Exchange Commission thereunder, and with any state Blue Sky laws or regulations in connection therewith, including specifically, but without limiting the generality of the foregoing, power and authority to sign the names of the undersigned to the Registration Statement on Form S-8 therefor, to any amendment to such Registration Statement, and to any instrument or document filed with said Commission as a part of or in connection with such Registration Statement or any amendment thereto; and the undersigned hereby ratify and confirm all that said attorneys and agents, or their substitutes or resubstitutes, may lawfully do or cause to be done by virtue hereof.

The undersigned have set their names this 29th day of June 2000.

/s/ MICHAEL R. BONSIGNORE

Michael R. Bonsignore

/s/ BERNADINE P. HEALY

Bernadine P. Healy M.D.

/s/ WILLIAM R. BRODY

William R. Brody, M.D., Ph.D.

/s/ GLEN D. NELSON

Glen D. Nelson, M.D.

/s/ PAUL W. CHELLGREN

Paul W. Chellgren

/s/ JEAN-PIERRE ROSSO

Jean-Pierre Rosso

/s/ ARTHUR D. COLLINS, JR.

Arthur D. Collins, Jr.

/s/ JACK W. SCHULER

Jack W. Schuler

/s/ WILLIAM W. GEORGE

William W. George

/s/ GORDON M. SPRENGER

Gordon M. Sprenger

/s/ ANTONIO M. GOTTO

Antonio M. Gotto, Jr., M.D.