MEDTRONIC, INC. WORLD WIDE REVENUE

(Unaudited)

(\$ millions)

		FY11		FY12		FY12		FY12	F	Y12	FY12								
	C	TR 1	C	OTR 2	(QTR 3	(ΩTR 4		Total	(ΩTR 1	(OTR 2	(QTR 3	O.	TR 4	Total
REPORTED REVENUE :																			
CARDIAC RHYTHM DISEASE MANAGEMENT	\$	1,226	\$	1,248	\$	1,221	\$	1,315	\$	5,010	\$	1,253	\$	1,268	\$	1,192	\$	-	\$ 3,712
Pacing Systems		473		472		450		506		1,901		508		511		467		-	1,485
Defibrillation Systems		722		745		735		760		2,962		697		708		674		-	2,078
AF & Other		31		31		36		49		147		48		49		51		-	149
CARDIOVASCULAR	\$	717	\$	738	\$	774	\$	879	\$	3,109	\$	850	\$	830	\$	837	\$	-	\$ 2,518
Coronary		342		350		370		404		1,466		389		376		382		-	1,148
Structural Heart		224		237		241		274		977		275		266		265		-	806
Endovascular & Peripheral		151		151		163		201		666		186		188		190		-	564
CARDIAC & VASCULAR GROUP	\$	1,943	\$	1,986	\$	1,995	\$	2,194	\$	8,119	\$	2,103	\$	2,098	\$	2,029	\$	-	\$ 6,230
SPINAL	\$	829	\$	850	\$	861	\$	875	\$	3,414	\$	825	\$	839	\$	784	\$	_	\$ 2,448
Core Spinal		622		634		626		648		2,530		610		631		596		-	1,837
Biologics		207		216		235		227		884		215		208		188		-	611
NEUROMODULATION	\$	370	\$	388	\$	401	\$	432	\$	1,592	\$	397	\$	421	\$	419	\$	-	\$ 1,237
DIABETES	\$	312	\$	326	\$	341	\$	368	\$	1,347	\$	355	\$	367	\$	367	\$	-	\$ 1,089
SURGICAL TECHNOLOGIES	\$	235	\$	244	\$	259	\$	298	\$	1,036	\$	266	\$	298	\$	319	\$	•	\$ 883
RESTORATIVE THERAPIES GROUP	\$	1,746	\$	1,808	\$	1,862	\$	1,973	\$	7,389	\$	1,843	\$	1,925	\$	1,889	\$	-	\$ 5,657
TOTAL CONTINUING OPERATIONS	\$	3,689	\$	3,794	\$	3,857	\$	4,167	\$	15,508	\$	3,946	\$	4,023	\$	3,918	\$	-	\$ 11,887
ADJUSTMENTS:																			
CURRENCY IMPACT (1)											\$	181	\$	120	\$	13	\$		\$ 313
COMPARABLE OPERATIONS (1)	\$	3,689	\$	3.794	\$	3.857	\$	4,167	Φ.	15,508	\$	3,765	\$	3,903	ď	3,905	¢	_	\$ 11,574

⁽¹⁾ Medtronic management believes that in order to properly understand Medtronic's short-term and long-term financial trends, investors may wish to consider the impact of foreign currency translation on revenue. In addition, Medtronic management uses results of operations before currency translation to evaluate the operational performance of the Company and as a basis for strategic planning. Investors should consider these non-GAAP measures in addition to, and not as a substitute for, financial performance measures prepared in accordance with GAAP.

Note: The data in this schedule has been intentionally rounded to the nearest million and therefore the quarterly revenue may not sum to the fiscal year to date revenue.

⁽²⁾ Physio Control has been excluded from the revenue summary above. FY12 Qtr3 revenue is \$112M world wide.

MEDTRONIC, INC. U.S. REVENUE

(Unaudited)

(\$ millions)

		FY11 QTR 1		FY11 2TR 2		FY11 2TR 3		FY11 DTR 4		FY11 Total		FY12 QTR 1		FY12 QTR 2		FY12 2TR 3		Y12 TR 4		FY12 Total
REPORTED REVENUE :																				
CARDIAC RHYTHM DISEASE MANAGEMENT	\$	691	\$	699	\$	651	\$	650	\$	2,690	\$	649	\$	667	\$	619	\$	-	\$	1,934
Pacing Systems		214		210		182		207		812		217		220		197		-		633
Defibrillation Systems		467		481		458		425		1,831		411		423		396		-		1,230
AF & Other		10		8		11		18		47		21		24		26		-		71
CARDIOVASCULAR	\$	241	\$	248	\$	249	\$	289	\$	1,026	\$	266	\$	264	\$	258	\$	-	\$	788
Coronary		92		96		94		101		382		90		85		82		-		258
Structural Heart		89 60		91 61		92 63		101 87		373 271		100 76		98 81		97 79		-		295 235
Endovascular & Peripheral		60		01		03		87		271		/6		81		79		-		230
CARDIAC & VASCULAR GROUP	\$	932	\$	947	\$	900	\$	939	\$	3,716	\$	915	\$	931	\$	877	\$	-	\$	2,722
SPINAL	\$	631	\$	645	\$	646	\$	631	\$	2,553	\$	589	\$	599	\$	555	\$	-	\$	1,744
Core Spinal		439		445		431		429		1,744		398		414		390		-		1,203
Biologics		192		200		215		202		809		191		185		165		-		541
NEUROMODULATION	\$	261	\$	278	\$	282	\$	286	\$	1,108	\$	272	\$	295	\$	287	\$	-	\$	855
DIABETES	\$	203	\$	213	\$	219	\$	228	\$	863	\$	214	\$	228	\$	226	\$	-	\$	668
SURGICAL TECHNOLOGIES	\$	149	\$	148	\$	156	\$	179	\$	632	\$	156	\$	184	\$	200	\$	-	\$	541
RESTORATIVE THERAPIES GROUP	\$	1,244	\$	1,284	\$	1,303	\$	1,324	\$	5,156	\$	1,231	\$	1,306	\$	1,268	\$	-	\$	3,808
TOTAL CONTINUING OPERATIONS	\$	2,176	\$	2,231	\$	2,203	\$	2,263	\$	8,872	\$	2,146	\$	2,237	\$	2,145	\$	-	\$	6,530
ADJUSTMENTS:																				
CURRENCY IMPACT											\$	-	\$	-	\$	-			\$	-
COMPARABLE OPERATIONS	6	2,176	\$	2,231	\$	2,203	\$	2,263	\$	8,872	\$	2,146	4	2,237	4	2,145	4		\$	6,530
CONFARABLE OPERATIONS	3	2,170	Þ	2,231	Þ	2,203	Ф	2,203	Φ	0,012	Þ	∠,140	Ф	2,231	Ф	2,145	Þ	_	Þ	0,030

⁽¹⁾ Physio Control has been excluded from the revenue summary above. FY12 Qtr3 U.S. revenue is \$58M.

Note: The data in this schedule has been intentionally rounded to the nearest million and therefore the quarterly revenues may not sum to the fiscal year to date revenue.

MEDTRONIC, INC. INTERNATIONAL REVENUE

(Unaudited)

(\$ millions)

	FY11		Y11	F	Y11	F	FY11		FY11		FY12		FY12		FY12				FY12	
	 QTR 1	Q	TR 2	Q	TR 3	C	TR 4		Total		QTR 1	(OTR 2	(OTR 3	Q	TR 4		Total	
REPORTED REVENUE :																				
CARDIAC RHYTHM DISEASE MANAGEMENT	\$ 535	\$	549	\$	570	\$	665	\$	2,320	\$	604	\$	601	\$	573	\$	-	\$	1,778	
Pacing Systems	259		262		268		299		1,089		291		291		270		-		852	
Defibrillation Systems	255		264		277		335		1,131		286		285		278		-		848	
AF & Other	21		23		25		31		100		27		25		25		-		78	
CARDIOVASCULAR	\$ 476	\$	490	\$	525	\$	590	\$	2,083	\$	584	\$	566	\$	579	\$	-	\$	1,730	
Coronary	250		254		276		303		1,084		299		291		300		-		890	
Structural Heart	135		146		149		173		604		175		168		168		-		511	
Endovascular & Peripheral	91		90		100		114		395		110		107		111		-		329	
CARDIAC & VASCULAR GROUP	\$ 1,011	\$	1,039	\$	1,095	\$	1,255	\$	4,403	\$	1,188	\$	1,167	\$	1,152	\$	-	\$	3,508	
SPINAL	\$ 198	\$	205	\$	215	\$	244	\$	861	\$	236	\$	240	\$	229	\$	-	\$	704	
Core Spinal	183		189		195		219		786		212		217		206		-		634	
Biologics	15		16		20		25		75		24		23		23		-		70	
NEUROMODULATION	\$ 109	\$	110	\$	119	\$	146	\$	484	\$	125	\$	126	\$	132	\$	-	\$	382	
DIABETES	\$ 109	\$	113	\$	122	\$	140	\$	484	\$	141	\$	139	\$	141	\$	-	\$	421	
SURGICAL TECHNOLOGIES	\$ 86	\$	96	\$	103	\$	119	\$	404	\$	110	\$	114	\$	119	\$	-	\$	342	
RESTORATIVE THERAPIES GROUP	\$ 502	\$	524	\$	559	\$	649	\$	2,233	\$	612	\$	619	\$	621	\$	-	\$	1,849	
TOTAL CONTINUING OPERATIONS	\$ 1,513	\$	1,563	\$	1,654	\$	1,904	\$	6,636	\$	1,800	\$	1,786	\$	1,773	\$	-	\$	5,357	
ADJUSTMENTS:																				
CURRENCY IMPACT (1)										\$	181	\$	120	\$	13	\$	-	\$	313	
COMPADADI E ODEDATIONO (4)	1 510		1 5/0	.	1 / 5 /	.	1.004	Φ.	((2(.	1 / 10	<u></u>	1///	Φ.	17/0	.		ф.	F 0.4	
COMPARABLE OPERATIONS (1)	\$ 1,513	\$	1,563	\$	1,654	\$	1,904	\$	6,636	\$	1,619	\$	1,666	\$	1,760	>	-	\$	5,044	

⁽¹⁾ Medtronic management believes that in order to properly understand Medtronic's short-term and long-term financial trends, investors may wish to consider the impact of foreign currency translation on revenue. In addition, Medtronic management uses results of operations before currency translation to evaluate the operational performance of the Company and as a basis for strategic planning. Investors should consider these non-GAAP measures in addition to, and not as a substitute for, financial performance measures prepared in accordance with GAAP.

Note: The data in this schedule has been intentionally rounded to the nearest million and therefore the quarterly revenue may not sum to the fiscal year to date revenue.

⁽²⁾ Physio Control has been excluded from the revenue summary above. FY12 Qtr3 International revenue is \$54M.

MEDTRONIC, INC. CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS (Unaudited)

	Three months ended			Nine mor	onths ended		
	Ja	anuary 27, 2012		anuary 28, 2011	 anuary 27, 2012	Ja	nuary 28, 2011
NT-4 1	.	2010		n millions, exce		Φ.	
Net sales	\$	3,918	\$	3,857	\$ 11,887	\$	11,341
Costs and expenses:							
Cost of products sold		931		934	2,842		2,693
Research and development expense		364		362	1,097		1,087
Selling, general, and administrative expense		1,371		1,367	4,161		4,023
Certain litigation charges, net		-		13	-		292
Acquisition-related items		15		(39)	(1)		-
Amortization of intangible assets		84		86	255		252
Other expense		67		67	316		18
Interest expense, net		33		70	103		210
Total costs and expenses		2,865		2,860	8,773		8,575
Earnings from continuing operations before income taxes		1,053		997	3,114		2,766
Provision for income taxes		208		84	587		472
Earnings from continuing operations		845		913	2,527		2,294
Discontinued operations, net of tax:							
Earnings from operations of Physio-Control		15		11	32		26
Physio-Control divestiture-related costs		(9)		-	(17)		-
Deferred income tax benefit on sale		84		-	84		-
Earnings from discontinued operations		90		11	99		26
Net earnings	\$	935	\$	924	\$ 2,626	\$	2,320
Basic earnings per share							
Earnings from continuing operations	\$	0.80	\$	0.85	\$ 2.39	\$	2.12
Net earnings	\$	0.89	\$	0.86	\$ 2.48	\$	2.15
Diluted earnings per share					 		
Earnings from continuing operations	\$	0.80	\$	0.85	\$ 2.37	\$	2.12
Net earnings	\$	0.88	\$	0.86	\$ 2.47	\$	2.14
Basic weighted average shares outstanding		1 054 4		1 072 0	1 050 5		1.070.9
Diluted weighted average shares outstanding		1,054.4 1,060.2		1,073.9 1,077.9	1,058.5 1,064.1		1,079.8 1,083.5
Cash dividends declared per common share	\$	0.2425	\$	0.2250	\$ 0.7275	\$	0.6750

RECONCILIATION OF CONSOLIDATED GAAP NET EARNINGS TO CONSOLIDATED NON-GAAP NET EARNINGS

(Unaudited)

(in millions, except per share data)

	Three mon	d		
	uary 27, 2012		uary 28, 2011	Percentage Change
Net earnings, as reported	\$ 935	\$	924	1%
Certain litigation charges, net	-		12 (e)	
Certain acquisition-related items	15 (a)		(50)(f)	
Physio-Control divestiture-related items	(75)(b)		-	
Impact of authoritative convertible debt guidance on interest expense, net	13 (c)		27 (c)	
Executive separation costs	-		9 (g)	
Non-GAAP net earnings	\$ 888 (d)	\$	922 (d)	-4%

MEDTRONIC, INC. RECONCILIATION OF CONSOLIDATED GAAP DILUTED EPS TO CONSOLIDATED NON-GAAP DILUTED EPS (Unaudited)

	 Three month	ed		
	uary 27, 2012		uary 28, 2011	Percentage Change
Diluted EPS, as reported	\$ 0.88	\$	0.86	2%
Certain litigation charges, net	-		0.01 (e)	
Certain acquisition-related items	0.01 (a)		(0.05)(f)	
Physio-Control divestiture-related items	(0.07)(b)		-	
Impact of authoritative convertible debt guidance on				
interest expense, net	0.01(c)		0.03 (c)	
Executive separation costs	<u>-</u> _		0.01 (g)	
Non-GAAP diluted EPS	\$ 0.84 (1)(d)	\$	0.86 (d)	-2%

⁽¹⁾ The data in this schedule has been intentionally rounded to the nearest \$0.01, and therefore, may not sum.

(b) The \$75 million (\$0.07 per share) after-tax (\$12 million pre-tax expense) net benefit from Physio-Control divestiture-related items include an \$84 million deferred income tax benefit partially offset by \$9 million after-tax (\$12 million pre-tax) transaction costs. The deferred income tax benefit is recorded in accordance with U.S. GAAP as the Company is required to establish a deferred tax asset on the difference between its tax and book basis in the shares of Physio-Control, up to the expected amount of

⁽a) The \$15 million (\$0.01 per share) after-tax (\$15 million pre-tax) certain acquisition-related items include charges related to the change in fair value of contingent milestone payments associated with acquisitions subsequent to April 29, 2009. In addition to disclosing certain acquisition-related items that are determined in accordance with U.S. generally accepted accounting principles (U.S. GAAP), Medtronic management believes that in order to properly understand its short-term and long-term financial trends, investors may find it useful to consider the impact of excluding certain acquisition-related items. Management believes that the resulting non-GAAP financial measure provides useful information to investors regarding the underlying business trends and performance of the Company's ongoing operations and is useful for period over period comparisons of such operations. Medtronic management eliminates certain acquisition-related items when evaluating the operating performance of the Company. Investors should consider this non-GAAP measure in addition to, and not as a substitute for, financial performance measures prepared in accordance with U.S. GAAP. In addition, this non-GAAP financial measure may not be the same or similar to measures presented by other companies.

gain, at the point in time the Company classified Physio-Control as held for sale in the third quarter of fiscal year 2012. In the fourth quarter of fiscal year 2012 when the Company records the Physio-Control disposition, the Company will be required to write-off the deferred tax asset with a corresponding deferred income tax expense. In addition to disclosing Physio-Control divestiture-related items that are determined in accordance with U.S. GAAP, Medtronic management believes that in order to properly understand its short-term and long-term financial trends, investors may find it useful to consider the impact of excluding Physio-Control divestiture-related items. Management believes that the resulting non-GAAP financial measure provides useful information to investors regarding the underlying business trends and performance of the Company's ongoing operations and is useful for period over period comparisons of such operations. Medtronic management eliminates Physio-Control divestiture-related items when evaluating the operating performance of the Company. Investors should consider this non-GAAP measure in addition to, and not as a substitute for, financial performance measures prepared in accordance with U.S. GAAP. In addition, this non-GAAP financial measure may not be the same or similar to measures presented by other companies.

- (c) The Financial Accounting Standards Board (FASB) authoritative guidance for convertible debt accounting has resulted in an after-tax impact to net earnings of \$13 million (\$0.01 per share) and \$27 million (\$0.03 per share) for the three months ended January 27, 2012 and January 28, 2011, respectively. The pre-tax impact to interest expense, net was \$21 million and \$44 million for the three months ended January 27, 2012 and January 28, 2011, respectively. In addition to disclosing the financial statement impact of this authoritative guidance that is determined in accordance with U.S. GAAP, Medtronic management believes that in order to properly understand its short-term and long-term financial trends, investors may find it useful to consider the impact of excluding the impact of this authoritative guidance. Management believes that the resulting non-GAAP financial measure provides useful information to investors regarding the underlying business trends and performance of the Company's ongoing operations and is useful for period over period comparisons of such operations. Medtronic management eliminates the impact of this authoritative guidance when evaluating the operating performance of the Company. Investors should consider this non-GAAP measure in addition to, and not as a substitute for, financial performance measures prepared in accordance with U.S. GAAP. In addition, this non-GAAP financial measure may not be the same as similar measures presented by other companies.
- (d) Included in our non-GAAP net earnings is \$15 million (\$0.01 per share and \$23 million pre-tax) and \$11 million (\$0.01 per share and \$16 million pre-tax) after-tax income from the operations of the Physio-Control business for the three months ended January 27, 2012 and January 28, 2011, respectively, which are included in earnings from discontinued operations on our condensed consolidated statements of earnings. The Company has included this income in its non-GAAP net earnings as the disposition did not occur until after the end of the third quarter of fiscal year 2012 and thus the income was earned through the operations of the Company. Medtronic management believes that in order to properly understand its short-term and long-term financial trends, investors may find it useful to consider the net impact of including the operating income of the Physio-Control business. Management believes that the resulting non-GAAP financial measure provides useful information to investors regarding the underlying business trends and performance of the Company's ongoing operations and is useful for period over period comparisons of such operations. Investors should consider this non-GAAP measure in addition to, and not as a substitute for, financial performance measures prepared in accordance with U.S. GAAP. In addition, this non-GAAP financial measure may not be the same or similar to measures presented by other companies.
- (e) The \$12 million (\$0.01 per share) after-tax (\$13 million pre-tax) certain litigation charges, net relate primarily to an accounting charge for Other Matters litigation. In addition to disclosing certain litigation charges, net that are determined in accordance with U.S. GAAP, Medtronic management believes that in order to properly understand its short-term and long-term financial trends, investors may find it useful to consider the impact of excluding these certain litigation charges. Management believes that the resulting non-GAAP financial measure provides useful information to investors regarding the underlying business trends and performance of the Company's ongoing operations and is useful for period over period comparisons of such operations. Medtronic management eliminates these certain litigation charges when evaluating the operating performance of the Company. Investors should consider this non-GAAP measure in addition to, and not as a substitute for, financial performance measures prepared in accordance with U.S. GAAP. In addition, this non-GAAP financial measure may not be the same as similar measures presented by other companies.
- (f) The \$50 million (\$0.05 per share) after-tax (\$39 million pre-tax) certain acquisition-related items, net gain includes an \$85 million after-tax (\$85 million pre-tax) gain resulting from the acquisition of Ardian, Inc. (Ardian) partially offset by \$23 million after-tax (\$31 million pre-tax) of certain acquisition-related costs and \$12 million after-tax (\$15 million pre-tax) of IPR&D charges related to asset purchases in the CardioVascular and Surgical Technologies businesses. As a result of the Ardian acquisition, in accordance with the FASB authoritative guidance on business combinations, Medtronic recognized an \$85 million gain related to its previously held 11.3 percent ownership position. The acquisition-related costs include legal fees, severance costs, change in control costs, banker fees, other professional service fees, and contract termination costs related to the acquisitions of Osteotech, Inc. and Ardian that were expensed in the period. In the above IPR&D charges, product commercialization had not yet been achieved. As a result, in accordance with the FASB authoritative guidance these charges were immediately expensed as IPR&D since technological feasibility had not yet been reached and such technology had no future alternative use. In addition to disclosing certain acquisition-related items that are determined in accordance with U.S. GAAP, Medtronic management believes that in order to properly understand its short-term and long-term financial trends, investors may find it useful to consider the impact of excluding certain acquisition-related items. Management believes that the resulting non-GAAP financial measure provides useful information to investors regarding the underlying business trends and performance of the Company's ongoing operations and is useful for period over period comparisons of such operations. Medtronic management eliminates certain acquisition-related items when evaluating the operating performance of the Company. Investors should consider this non-GAAP measure in addition t
- (g) The \$9 million (\$0.01 per share) after-tax (\$14 million pre-tax) executive separation costs include costs associated with the transition and retirement of Chief Executive Officer, William Hawkins. These costs were included in selling, general, and administrative expense on our condensed consolidated statements of earnings. In addition to disclosing executive separation costs that are determined in accordance with U.S. GAAP, Medtronic management believes that in order to properly understand its short-term and long-term financial trends, investors may find it useful to consider the impact of excluding executive separation costs. Management believes that the resulting non-GAAP financial measure provides useful information to investors regarding the underlying business trends and performance of the Company's ongoing operations and is useful for period over period comparisons of such operations. Medtronic management eliminates the impact of these executive separation costs when evaluating the operating performance of the Company. Investors should consider this non-GAAP measure in addition to, and not as a substitute for, financial performance measures prepared in accordance with U.S. GAAP. In addition, this non-GAAP financial measure may not be the same or similar to measures presented by other companies.

RECONCILIATION OF CONSOLIDATED GAAP NET EARNINGS TO CONSOLIDATED NON-GAAP NET EARNINGS

(Unaudited)

(in millions, except per share data)

		Nine mont	d		
		nuary 27, 2012		nuary 28, 2011	Percentage Change
Net earnings, as reported	\$	2,626	\$	2,320	13%
Certain litigation charges, net		-		290 (e)	
Certain acquisition-related items		32 (a)		(23)(f)	
Physio-Control divestiture-related items		(67)(b)		-	
Impact of authoritative convertible debt guidance on interest expense, net		39 (c)		81 (c)	
Executive separation costs		-		9 (g)	
Non-GAAP net earnings	\$	2,630 (d)	\$	2,677 (d)	-2%

MEDTRONIC, INC. RECONCILIATION OF CONSOLIDATED GAAP DILUTED EPS TO CONSOLIDATED NON-GAAP DILUTED EPS (Unaudited)

	 Nine months	<u>l</u>		
	uary 27, 2012		uary 28, 2011	Percentage Change
Diluted EPS, as reported	\$ 2.47	\$	2.14	15%
Certain litigation charges, net	-		0.27 (e)	
Certain acquisition-related items	0.03 (a)		(0.02)(f)	
Physio-Control divestiture-related items	(0.06)(b)		-	
Impact of authoritative convertible debt guidance on				
interest expense, net	0.04(c)		0.07(c)	
Executive separation costs	<u>-</u>		0.01 (g)	
Non-GAAP diluted EPS	\$ 2.47 (1) (d)	\$	2.47 (d)	-

⁽¹⁾ The data in this schedule has been intentionally rounded to the nearest \$0.01, and therefore, may not sum.

Note: The data in this schedule has been intentionally rounded and therefore the first, second, and third quarter data may not sum to the fiscal year to date totals.

(a) The \$32 million (\$0.03 per share) after-tax (\$32 million pre-tax) certain acquisition-related items include charges related to the change in fair value of contingent milestone payments associated with acquisitions subsequent to April 29, 2009. In addition to disclosing certain acquisition-related items that are determined in accordance with U.S. generally accepted accounting principles (U.S. GAAP), Medtronic management believes that in order to properly understand its short-term and long-term financial trends, investors may find it useful to consider the impact of excluding certain acquisition-related items. Management believes that the resulting non-GAAP financial measure provides useful information to investors regarding the underlying business trends and performance of the Company's ongoing operations and is useful for period over period comparisons of such operations. Medtronic management eliminates certain acquisition-related items when evaluating the operating performance of the Company. Investors should consider this non-GAAP measure in addition to, and not as a substitute for, financial performance measures prepared in accordance with U.S. GAAP. In addition, this non-GAAP financial measure may not be the same or similar to measures presented by other companies.

- (b) The \$67 million (\$0.06 per share) after-tax (\$24 million pre-tax expense) net benefit from Physio-Control divestiture-related items include an \$84 million deferred income tax benefit partially offset by \$17 million after-tax (\$24 million pre-tax) transaction costs The deferred income tax benefit is recorded in accordance with U.S. GAAP as the Company is required to establish a deferred tax asset on the difference between its tax and book basis in the shares of Physio-Control, up to the expected amount of gain, at the point in time the Company classified Physio-Control as held for sale in the third quarter of fiscal year 2012. In the fourth quarter of fiscal year 2012 when the Company records the Physio-Control disposition, the Company will be required to write-off the deferred tax asset with a corresponding deferred income tax expense. In addition to disclosing Physio-Control divestiture-related items that are determined in accordance with U.S. GAAP, Medtronic management believes that in order to properly understand its short-term and long-term financial trends, investors may find it useful to consider the impact of excluding Physio-Control divestiture-related items. Management believes that the resulting non-GAAP financial measure provides useful information to investors regarding the underlying business trends and performance of the Company's ongoing operations and is useful for period over period comparisons of such operations. Medtronic management eliminates certain Physio-Control divestiture-related items when evaluating the operating performance of the Company. Investors should consider this non-GAAP measure in addition to, and not as a substitute for, financial performance measures prepared in accordance with U.S. GAAP. In addition, this non-GAAP financial measure may not be the same or similar to measures presented by other companies.
- (c) The Financial Accounting Standards Board (FASB) authoritative guidance for convertible debt accounting has resulted in an after-tax impact to net earnings of \$39 million (\$0.04 per share) and \$81 million (\$0.07 per share) for the nine months ended January 27, 2012 and January 28, 2011, respectively. The pre-tax impact to interest expense, net was \$63 million and \$130 million for the nine months ended January 27, 2012 and January 28, 2011, respectively. In addition to disclosing the financial statement impact of this authoritative guidance that is determined in accordance with U.S. GAAP, Medtronic management believes that in order to properly understand its short-term and long-term financial trends, investors may find it useful to consider the impact of excluding the impact of this authoritative guidance. Management believes that the resulting non-GAAP financial measure provides useful information to investors regarding the underlying business trends and performance of the Company's ongoing operations and is useful for period over period comparisons of such operations. Medtronic management eliminates the impact of this authoritative guidance when evaluating the operating performance of the Company. Investors should consider this non-GAAP measure in addition to, and not as a substitute for, financial performance measures prepared in accordance with U.S. GAAP. In addition, this non-GAAP financial measure may not be the same as similar measures presented by other companies.
- (d) Included in our non-GAAP net earnings is \$32 million (\$0.03 per share and \$48 million pre-tax) and \$26 million (\$0.02 per share and \$39 million pre-tax) after-tax income from the operations of the Physio-Control business for the nine months ended January 27, 2012 and January 28, 2011, respectively, which are included in earnings from discontinued operations on our condensed consolidated statements of earnings. The Company has included this income in its non-GAAP net earnings as the disposition did not occur until after the end of the third quarter of fiscal year 2012 and thus the income was earned through the operations of the Company. Additionally, included in our non-GAAP net earnings for the nine months ended January 27, 2012 is a \$5 million after-tax (\$5 million pre-tax) charge for transaction costs incurred related to the acquisitions of Salient Surgical Technologies, Inc. (Salient) and PEAK Surgical, Inc. (PEAK), and a non-cash gain of \$38 million after-tax (\$38 million pre-tax) related to previously held investments in Salient and PEAK, which are included in acquisition-related items on our condensed consolidated statements of earnings. The Company has included these items in its non-GAAP net earnings as it expects the overall impact from Salient and PEAK to be neutral to its fiscal year 2012 net earnings a fier accounting for the expected dilution in the second half of this fiscal year. Medtronic management believes that in order to properly understand its short-term and long-term financial trends, investors may find it useful to consider income from the operations of the Physio-Control business and the net impact of the Salient and PEAK acquisitions.

 Management believes that the resulting non-GAAP financial measure provides useful information to investors regarding the underlying business trends and performance of the Company's ongoing operations and is useful for period over period comparisons of such operations. Investors should consider this non-GAAP measure in addition to, and not as a substit
- (e) The \$290 million (\$0.27 per share) after-tax (\$292 million pre-tax) certain litigation charges, net relate primarily to a settlement involving the Sprint Fidelis family of defibrillation leads and accounting charges for Other Matters litigation. The Sprint Fidelis settlement relates to the resolution of certain outstanding product litigation related to the Sprint Fidelis family of defibrillation leads that were subject to a field action announced October 15, 2007. The terms of the agreement stipulate Medtronic will pay plaintiffs to settle substantially all pending U.S. lawsuits and claims, subject to certain conditions. In addition to disclosing certain litigation charges, net that are determined in accordance with U.S. GAAP, Medtronic management believes that in order to properly understand its short-term and long-term financial trends, investors may find it useful to consider the impact of excluding these certain litigation charges. Management believes that the resulting non-GAAP financial measure provides useful information to investors regarding the underlying business trends and performance of the Company's ongoing operations and is useful for period over period comparisons of such operations. Medtronic management eliminates these certain litigation charges when evaluating the operating performance of the Company. Investors should consider this non-GAAP measure in addition to, and not as a substitute for, financial performance measures prepared in accordance with U.S. GAAP. In addition, this non-GAAP financial measure may not be the same as similar measures presented by other companies.
- (f) The \$23 million (\$0.02 per share) after-tax (\$0 pre-tax) certain acquisition-related items, net gain includes an \$85 million after-tax (\$85 million pre-tax) gain resulting from the acquisition of Ardian, Inc. (Ardian) partially offset by \$39 million after-tax (\$55 million pre-tax) of certain acquisition-related costs, \$11 million after-tax (\$15 million pre-tax) IPR&D charge related to the NeuroPace, Inc. cross-licensing agreement and \$12 million after-tax (\$15 million pre-tax) of IPR&D charges related to asset purchases in the CardioVascular and Surgical Technologies businesses. As a result of the Ardian acquisition, in accordance with the FASB authoritative guidance on business combinations, Medtronic recognized an \$85 million gain resulting from its previously held 11.3 percent ownership position. The certain acquisition-related costs include acquisition-related legal fees, severance costs, change in control costs, banker fees, other professional service fees, and contract termination costs of \$16 million after-tax (\$24 million pre-tax) related to the acquisition of ATS Medical Inc. and \$23 million after-tax (\$31 million pre-tax) related to the acquisitions of Osteotech, Inc. and Ardian that were expensed in the period. The NeuroPace IPR&D charge related to a milestone payment under existing terms of a royalty bearing, non-exclusive patent cross-licensing agreement with NeuroPace that the Company entered into in the first quarter of fiscal year 2006. In the above IPR&D charges, product commercialization had not yet been achieved. As a result, in accordance with the FASB authoritative guidance these charges were immediately expensed as IPR&D since technological feasibility had not yet been reached and such technology had no future alternative use. In addition to disclosing certain acquisition-related items that are determined in accordance with U.S. GAAP, Medtronic management believes that in order to properly understand its short-term and long-term financial trends, investors may find it useful to consider the impact of excluding certain acquisition-related items. Management believes that the resulting non-GAAP financial measure provides useful information to investors regarding the underlying business trends and performance of the Company's ongoing operations and is useful for period over period comparisons of such operations. Medtronic management eliminates certain acquisition-related items when evaluating the operating performance of the Company. Investors should consider this non-GAAP measure in addition to, and not as a substitute for, financial performance measures prepared in accordance with U.S. GAAP. In addition, this non-GAAP financial measure may not be the same or similar to measures presented by other companies.
- (g) The \$9 million (\$0.01 per share) after-tax (\$14 million pre-tax) executive separation costs include costs associated with the transition and retirement of Chief Executive Officer, William Hawkins. These costs were included in selling, general, and administrative expense on our condensed consolidated statements of earnings. In addition to disclosing executive separation costs that are determined in accordance with U.S. GAAP, Medtronic management believes that in order to properly understand its short-term and long-term financial trends, investors may find it useful to consider the impact of excluding these executive separation costs. Management believes that the resulting non-GAAP financial measure provides useful information to investors regarding the underlying business trends and performance of the Company's ongoing operations and is useful for period over period comparisons of such operations. Medtronic management eliminates the impact of these executive separation costs when evaluating the

operating performance of the Company. Investors should consider this non-GAAP measure in addition to, and no	ot as a substitute for, financial performance measures
prepared in accordance with U.S. GAAP. In addition, this non-GAAP financial measure may not be the same as	similar measures presented by other companies.

$\label{eq:medtronic} \mbox{MEDTRONIC, INC.} \\ \mbox{RECONCILIATION OF WORLDWIDE REVENUE GROWTH TO CONSTANT CURRENCY GROWTH} \\ \mbox{(Unaudited)}$

(in millions)

		Three mo	nths	ended			Currency	-	Constant
	J	anuary 27,		January 28,	Reported		on Gro	` '	Currency
		2012	_	2011	Growth	_	Dollar	Percentage	Growth (a)
Reported Revenue:									
Pacing Systems	\$	467	\$	450	4 %	\$	3	1 %	3 %
Defibrillation Systems		674		735	(8)		3	1	(9)
AF & Other		51		36	42			-	42
Cardiac Rhythm Disease Management		1,192		1,221	(2)		6	1	(3)
Coronary		382		370	3		1		3
Structural Heart		265		241	10		-	-	10
Endovascular & Peripheral		190		163	17		(1)	-	17
CardioVascular	_	837		774	8		-	-	8
Cardiac & Vascular Group	_	2,029		1,995	2		6	1	1
Core Spinal		596		626	(5)		5	1	(6)
Biologics		188		235	(20)		_	-	(20)
Spinal		784		861	(9)		5	1	(10)
Neuromodulation		419		401	4		1	-	4
Diabetes		367		341	8		(1)	-	8
Surgical Technologies	_	319		259	23	_	2	1	22
Restorative Therapies Group	_	1,889		1,862	1	_	7	-	1
Total	\$	3,918	\$	3,857	2 %	\$	13	1 %	1 %

⁽a) Medtronic management believes that in order to properly understand Medtronic's short-term and long-term financial trends, investors may wish to consider the impact of foreign currency translation on revenue. In addition, Medtronic management uses results of operations before currency translation to evaluate the operational performance of the Company and as a basis for strategic planning. Investors should consider these non-GAAP measures in addition to, and not as a substitute for, financial performance measures prepared in accordance with U.S. GAAP.

MEDTRONIC, INC. RECONCILIATION OF INTERNATIONAL REVENUE GROWTH TO CONSTANT CURRENCY GROWTH (Unaudited) (in millions)

	 Three mo	nths	ended			Currenc	y Impact	Constant
	January 27,		January 28,	Reported		on Gro	wth (a)	Currency
	 2012		2011	Growth	_	Dollar	Percentage	Growth (a)
Reported Revenue:								
Pacing Systems	\$ 270	\$	268	1 %	\$	3	1 %	- %
Defibrillation Systems	278		277	-		3	1	(1)
AF & Other	25		25	-	_	-	-	-
Cardiac Rhythm Disease Management	573		570	1		6	2	(1)
Coronary	300		276	9		1	1	8
Structural Heart	168		149	13		-	-	13
Endovascular & Peripheral	111		100	11		(1)	(1)	12
CardioVascular	579		525	10	_	-	-	10
Cardiac & Vascular Group	1,152		1,095	5		6	-	5
Core Spinal	206		195	6		5	3	3
Biologics	23		20	15		-	-	15
Spinal	229		215	7		5	3	4
Neuromodulation	132		119	11		1	1	10
Diabetes	141		122	16		(1)	-	16
Surgical Technologies	119		103	16		2	2	14
Restorative Therapies Group	621		559	11	_	7	1	10
Total	\$ 1,773	\$	1,654	7 %	\$_	13	1 %	6 %

⁽a) Medtronic management believes that in order to properly understand Medtronic's short-term and long-term financial trends, investors may wish to consider the impact of foreign currency translation on revenue. In addition, Medtronic management uses results of operations before currency translation to evaluate the operational performance of the Company and as a basis for strategic planning. Investors should consider these non-GAAP measures in addition to, and not as a substitute for, financial performance measures prepared in accordance with U.S. GAAP.

MEDTRONIC, INC. RECONCILIATION OF OPERATING CASH FLOW TO FREE CASH FLOW

(Unaudited) (in millions)

	 onths ended ry 27, 2012	 onths ended per 28, 2011		ree months ended nuary 27, 2012
Net cash provided by operating activities	\$ 3,393	\$ 2,238	\$	1,155
Additions to property, plant, and equipment	 (403)	 (282)	_	(121)
Free cash flow (a)	\$ 2,990	\$ 1,956	\$	1,034

(a) Medtronic management believes that in order to properly understand Medtronic's short-term and long-term financial trends, investors may wish to consider free cash flow. In addition, Medtronic management uses free cash flow to evaluate operational performance of the Company and as a basis for strategic planning. Investors should consider these non-GAAP measures in addition to, and not as a substitute for, financial performance measures prepared in accordance with U.S. GAAP. Medtronic calculates free cash flow by subtracting additions to property, plant and equipment from operating cash flows.

MEDTRONIC, INC. RECONCILIATION OF NET SALES FROM CONTINUING OPERATIONS TO TOTAL COMPANY NET SALES INCLUDING PHYSIO-CONTROL

(Unaudited)

(in millions)

	Three months ended				_	Currenc	y Impact	Constant
	January 27, January 28, I		Reported	on Gro	owth (a)	Currency		
		2012	2011		Growth	Dollar	Percentage	Growth (a)
Net sales from continuing operations	\$	3,918	\$	3,857	2 %	\$ 13	1 %	1 %
Physio-Control net sales		112		104	8	_	-	8
Total company net sales	\$	4,029 (1)	\$	3,961	2 %	\$ 13	1 %	1 %

⁽¹⁾ The data in this schedule has been intentionally rounded to the nearest million, and therefore, may not sum on this schedule.

⁽a) Medtronic management believes that in order to properly understand Medtronic's short-term and long-term financial trends, investors may wish to consider the impact of foreign currency translation and Physio-Control net sales on total company net sales. Management believes that the resulting non-GAAP financial measure provides useful information to investors regarding the underlying business trends and performance of the Company's ongoing operations and is useful for period over period comparisons of such operations. Investors should consider this non-GAAP measure in addition to, and not as a substitute for, financial performance measures prepared in accordance with U.S. GAAP.

MEDTRONIC, INC. RECONCILIATION OF CONSOLIDATED GAAP NET EARNINGS TO CONSOLIDATED ADJUSTED NON-GAAP NET EARNINGS

(Unaudited)

(in millions, except per share data)

	Three mo	d					
	nary 27, 012		uary 28, 2011	Percentage Change			
Net earnings, as reported	\$ 935	\$	924	1%			
Certain litigation charges, net	-		12				
Certain acquisition-related items	15		(50)				
Physio-Control divestiture-related items	(75)		-				
Impact of authoritative convertible debt guidance on							
interest expense, net	13		27				
Executive separation costs	-		9				
Non-GAAP net earnings	\$ 888	\$	922	-4%			
Less Q3 FY11 one-time tax benefits	-		(96)				
Adjusted Non-GAAP net earnings (a)	\$ 888	\$	826	8%			

MEDTRONIC, INC. RECONCILIATION OF CONSOLIDATED GAAP DILUTED EPS TO CONSOLIDATED ADJUSTED NON-GAAP NET EARNINGS (Unaudited)

	Three mont	ths ende	d	
	uary 27, 2012		uary 28, 2011	Percentage Change
Diluted EPS, as reported	\$ 0.88	\$	0.86	2%
Certain litigation charges, net	-		0.01	
Certain acquisition-related items	0.01		(0.05)	
Physio-Control divestiture-related items	(0.07)		-	
Impact of authoritative convertible debt guidance on				
interest expense, net	0.01		0.03	
Executive separation costs	<u>-</u>		0.01	
Non-GAAP diluted EPS	\$ 0.84 (1)	\$	0.86	-2%
Less Q3 FY11 one-time tax benefits	-		(0.09)	
Adjusted Non-GAAP diluted EPS (a)	\$ 0.84	\$	0.77	9%

⁽¹⁾ The data in this schedule has been intentionally rounded to the nearest \$0.01 and therefore may not sum.

⁽a) Medtronic management believes that in order to properly understand Medtronic's short-term and long-term financial trends, investors may wish to consider the impact of one-time tax benefits. Investors should consider these non-GAAP measures in addition to, and not as a substitute for, financial performance measures prepared in accordance with U.S. GAAP.

RECONCILIATION OF EMERGING MARKET REVENUE GROWTH TO CONSTANT CURRENCY GROWTH

(Unaudited)

(in millions)

	 Three mon	nths	ended			Currenc	cy Impact	Constant	
	January 27, January 28, 2012 2011		Reported Growth	_	on Gro Dollar	owth (a) Percentage	Currency Growth (a)		
Emerging Market Revenue (b)	\$ 395	\$	344	15 %	\$	(5)	-1 %	16 %	

⁽a) Medtronic management believes that in order to properly understand Medtronic's short-term and long-term financial trends, investors may wish to consider the impact of foreign currency translation on revenue. In addition, Medtronic management uses results of operations before currency translation to evaluate the operational performance of the Company and as a basis for strategic planning. Investors should consider these non-GAAP measures in addition to, and not as a substitute for, financial performance measures prepared in accordance with U.S. GAAP.

(b) Emerging Market Revenue includes revenues from certain countries located in Central and Eastern Europe, Middle East, Africa, Latin America, and Asia (excluding Japan and Korea).

MEDTRONIC, INC.

RECONCILIATION OF SURGICAL TECHNOLOGIES REVENUE GROWTH TO CONSTANT CURRENCY REVENUE GROWTH ADJUSTED FOR REVENUE FROM NEW ADVANCED ENERGY BUSINESS

(Unaudited) (in millions)

	 onths ended cy 27, 2012	 onths ended ry 28, 2011	Percentage Change	
Surgical Technologies revenue, as reported	\$ 319	\$ 259	23%	
Foreign currency impact	(2)	-		
Advanced Energy business revenue	(31)	-		
Surgical Technologies revenue, adjusted	\$ 286 (a)	\$ 259	10%	

⁽a) Medtronic management believes that in order to properly understand Medtronic's short-term and long-term financial trends, investors may wish to consider the impact of foreign currency translation and the new Advanced Energy business on Surgical Technologies' revenue growth. In addition, Medtronic management uses Surgical Technologies revenue adjusted for foreign currency translation and the new Advanced Energy business to evaluate operational performance of the Company. Investors should consider these non-GAAP measures in addition to, and not as a substitute for, financial performance measures prepared in accordance with U.S. GAAP.

CONDENSED CONSOLIDATED EARNINGS FROM CONTINUING OPERATIONS BEFORE INCOME TAXES

(Unaudited) (in millions)

	_	July 30, 2010	 Three Month October 29, 2010	d January 28, 2011	 April 29, 2011	 Year Ended April 29, 2011	 July 29, 2011	 e Months Ended October 28, 2011	J	January 27, 2012	Ended enuary 27, 2012
Net sales	\$	3,690	\$ 3,794	\$ 3,857	\$ 4,167	\$ 15,508	\$ 3,946	\$ 4,023	\$	3,918	\$ 11,887
Costs and expenses:											
Cost of products sold		850	909	934	1,007	3,700	951	960		931	2,842
Research and development expense		361	364	362	385	1,472	362	371		364	1,097
Selling, general, and administrative expense		1,310	1,346	1,367	1,404	5,427	1,380	1,410		1,371	4,161
Restructuring charges		-	-	-	259	259	-	-		-	-
Certain litigation charges, net		-	279	13	(47)	245	-	-		-	-
Acquisition-related items		15	24	(39)	14	14	8	(24)		15	(1)
Amortization of intangible assets		82	84	86	87	339	86	85		84	255
Other expense (income)		(38)	(11)	67	92	110	109	140		67	316
Interest expense, net		73	67	 70	68	278	 32	38		33	103
Total costs and expenses	_	2,653	3,062	2,860	3,269	11,844	2,928	2,980		2,865	8,773
Earnings from continuing operations before income taxes	\$	1,037	\$ 732	\$ 997	\$ 898	\$ 3,664	\$ 1,018	\$ 1,043	\$	1,053	\$ 3,114

Note: This schedule provides the presentation of unaudited condensed consolidated earnings from continuing operations before income taxes for the first quarter of fiscal year 2011 through the third quarter of fiscal year 2012 as adjusted to exclude operations of Physio-Control.

MEDTRONIC, INC. CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)

(Chaudhted)							
	Ja	January 27,		April 29,			
		2012		2011			
		(in millions, exce	pt per share data)				
ASSETS							
Current assets:							
Cash and cash equivalents	\$	1,190	\$	1,382			
Short-term investments		1,155		1,046			
Accounts receivable, less allowances of \$102 and \$96, respectively		3,665		3,761			
Inventories		1,819		1,619			
Deferred tax assets, net		605		586			
Prepaid expenses and other current assets		624		561			
Assets held for sale		250		258			
Total current assets		9,308		9,213			
Property, plant, and equipment		5,757		5,732			
Accumulated depreciation		(3,277)		(3,244			
Property, plant, and equipment, net		2,480		2,488			
Goodwill		9,915		9,520			
Other intangible assets, net		2,713		2,725			
Long-term investments		7,096		6,116			
Other assets		399		362			
Total assets	\$	31,911	\$	30,424			
LIABILITIES AND SHAREHOLDERS' EQUITY	_						
Current liabilities: Short-term borrowings	\$	1,972	\$	1,723			
Accounts payable	φ	491	Ф	495			
Accrued compensation		796		874			
Accrued income taxes		266		50			
Other accrued expenses		948		1,489			
Liabilities held for sale		89		88			
Total current liabilities		4,562		4,719			
Long-term debt		8,248		8,112			
Long-term accrued compensation and retirement benefits		513		480			
Long-term accrued income taxes		846		496			
Long-term deferred tax liabilities, net		143		217			
Other long-term liabilities		430		432			
Total liabilities		14,742		14,456			
Commitments and contingencies							
Shareholders' equity:							
Preferred stock— par value \$1.00							
Common stock— par value \$0.10		105		107			
Retained earnings		17,340		16,085			
Accumulated other comprehensive loss		(276)	<u> </u>	(224			
Total shareholders' equity		17,169		15,968			
Total liabilities and shareholders' equity	\$	31,911	\$	30,424			

MEDTRONIC, INC. CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

			Nine months ended					
	J	January 27, 2012	tiis enue	January 28,				
		(in mi	llions)	2011				
Operating Activities:								
Net earnings	\$	2,626	\$	2,320				
Adjustments to reconcile net earnings to net cash provided by operating activities:								
Depreciation and amortization		662		591				
Amortization of discount on senior convertible notes		63		130				
Acquisition-related items		32		30				
Provision for doubtful accounts		49		24				
Deferred income taxes		(181)		(153)				
Stock-based compensation		124		156				
Change in operating assets and liabilities, net of effect of acquisitions:								
Accounts receivable, net		(124)		(79)				
Inventories		(202)		(113)				
Accounts payable and accrued liabilities		12		(170)				
Other operating assets and liabilities		571		(75)				
Certain litigation charges, net		-		292				
Certain litigation payments		(239)		(5)				
Net cash provided by operating activities		3,393		2,948				
Investing Activities:								
Acquisitions, net of cash acquired		(617)		(1,268)				
Purchase of intellectual property		(9)		(48)				
Additions to property, plant, and equipment		(403)		(385)				
Purchases of marketable securities		(5,714)		(4,518)				
Sales and maturities of marketable securities		4,495		4,090				
Other investing activities, net		38		(125)				
Net cash used in investing activities		(2,210)		(2,254)				
Financing Activities:								
Change in short-term borrowings, net		222		1,395				
Payments on long-term debt		(24)		(402)				
Dividends to shareholders		(769)		(728)				
Issuance of common stock		67		54				
Repurchase of common stock		(780)		(1,140)				
Net cash used in financing activities		(1,284)		(821)				
Effect of exchange rate changes on cash and cash equivalents		(91)		10				
Net change in cash and cash equivalents		(192)		(117)				
Cash and cash equivalents at beginning of period		1,382		1,400				
Cash and cash equivalents at end of period	\$	1,190	\$	1,283				
Supplemental Cash Flow Information								
Cash paid for:								
Income taxes	\$	226	\$	731				
Interest		197		290				