



Medtronic, Inc.
710 Medtronic Parkway
Minneapolis, MN 55432-5604
www.medtronic.com

763.514.4000

April 1, 2009

Mr. Russell Golden
Technical Director
Financial Accounting Standards Board (FASB)
401 Merritt 7, P.O. Box 5116
Norwalk, CT 06856-5116



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File Reference: Proposed FSP FAS 157-e

LETTER OF COMMENT NO.

Dear Mr. Golden:

Medtronic is a world-leading medical technology company headquartered in Minneapolis, MN. Our fiscal year 2008 net sales were \$13.5 billion, our market capitalization is approximately \$32 billion, and our stock is listed on the New York Stock Exchange.

We appreciate the opportunity to comment on the proposed FASB Staff Position No. 157-e, Determining Whether a Market Is Not Active and a Transaction Is Not Distressed (the proposed FSP). We commend the FASB on advancing what we believe is a very constructive proposal. We believe the proposed FSP would result in an improvement from current accounting practice, although we believe some of the wording will limit facilitating the use of judgment for estimating fair values in inactive/distressed markets.

As currently proposed, once it has been determined that an inactive market for a security exists, the proposed FSP assumes that any transaction in that market is distressed unless it can be specifically proven otherwise. In these instances, the proposed FSP would prevent a reporting entity from using an unadjusted market quote to value the security, but instead require the use of other valuation methods in determining the security's value. However, a reporting entity may believe that a market quote is the best reflection of a security's value, even if it is from an inactive market. A reporting entity may not have access to the information necessary to refute the presumption of a distressed transaction. As currently drafted, we think this would force an entity to disregard relevant market-based information in favor of other, perhaps less-relevant non-market information. Providing more flexibility to use judgment and subjective considerations in determining if a transaction is distressed may be useful in circumstances when the reporting entity concludes that the market quote is indicative of the security's fair value. We believe this flexibility should be incorporated into the proposal.

With respect to Effective Date and Transition, we suggest the proposed effective date of interim and annual periods ending after March 15, 2009, be optional, and required by the subsequent fiscal period end.

Thank you for considering our comments. If you have any questions regarding this letter or would like to discuss any of our views further, please feel free to contact me at (763) 505-1510.

Sincerely,


Thomas M. Tefft
Vice President, Corporate Controller