

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-10** | Period of Report: **2013-01-08**  
SEC Accession No. [0000914190-13-000036](#)

([HTML Version](#) on [secdatabase.com](#))

### ISSUER

#### TENGION INC

CIK: **1296391** | IRS No.: **200214813** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **2836** Biological products, (no diagnostic substances)

#### Mailing Address

3929 WESTPOINT BLVD.  
SUITE G  
WINSTON-SALEM NC 27103

#### Business Address

3929 WESTPOINT BLVD.  
SUITE G  
WINSTON-SALEM NC 27103  
336-722-5855

### REPORTING OWNER

#### MEDTRONIC INC

CIK: **64670** | State of Incorporation: **MN** | Fiscal Year End: **0429**  
Type: **4** | Act: **34** | File No.: **001-34688** | Film No.: **13523592**  
SIC: **3845** Electromedical & electrotherapeutic apparatus

#### Mailing Address

710 MEDTRONIC PKWY  
MINNEAPOLIS MN 55432

#### Business Address

710 MEDTRONIC PKWY  
MS LC300  
MINNEAPOLIS MN 55432  
7635144000

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <b>MEDTRONIC INC</b>			2. Issuer Name and Ticker or Trading Symbol <b>TENGION INC [TNGN]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/08/2013</b>					
710 MEDTRONIC PARKWAY, NE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) <b>MINNEAPOLIS, MN 55432</b>								
(City)	(State)	(Zip)						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								247,350 <sup>(1)</sup>	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock Warrant (right to buy)	\$28.8 <sup>(1)</sup>	01/08/2013		H		185,513		03/04/2011	03/04/2016	Common Stock	185,513 <sup>(1)</sup>	\$ 0 <sup>(2)</sup>	0	D	
Common Stock Warrant (right to buy)	\$1.1 <sup>(1)</sup>	01/08/2013		P		4,857,068		01/08/2013	03/04/2016	Common Stock	4,857,068 <sup>(1)</sup>	\$ 0 <sup>(2)</sup>	4,857,068 <sup>(1)</sup>	D	

**Explanation of Responses:**

- On 6/14/12, the Company completed a one-for-ten reverse stock split. All common stock amounts and exercise prices in the filing relating to securities acquired prior to 6/14/12 have been adjusted to reflect the one-for-ten reverse stock split.
- The reported transactions consist of an amendment and restatement of warrants pursuant to an Exchange Agreement executed January 8, 2013, effective December 31, 2012. The amendment is reported above as the cancellation of a warrant to purchase 185,513 shares at \$28.80 per share and the acquisition of a warrant to purchase 4,857,068 shares at \$1.10 per share.

**Signatures**

Gary L. Ellis, Senior Vice President and Chief Financial Officer

01/10/2013

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**