

VERSEN MARIE J  
Form 4  
February 02, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
VERSEN MARIE J

(Last) (First) (Middle)

9924 WEST 74TH STREET

(Street)

EDEN PRAIRIE, MN 55344

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
SURMODICS INC [SRDX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/31/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP Qual Mgmt & Reg Compliance

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/01/2005		M	5,000 A \$ 3.875	44,514	D	
Common Stock	02/01/2005		M	16,000 A \$ 8.065	60,514	D	

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

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(9-02)

**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 Underlying Security (Instr. 3 and 4)
						Date Exercisable	Expiration Date	
Employee Stock Option (Right to Buy)	\$ 3.875	02/01/2005		M	5,000	(1)	09/21/2005	Common Stock
Employee Stock Option (Right to Buy)	\$ 8.0625	02/01/2005		M	16,000	(2)	09/20/2006	Common Stock
Employee Stock Option (Right to Buy)	\$ 25.094					(3)	09/18/2007	Common Stock
Employee Stock Option (Right to Buy)	\$ 29.17					(4)	03/17/2010	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 21.36					(5)	01/26/2011	Common Stock
Non-Qualified Stock Option (Right to Buy)	\$ 29.37	01/31/2005		A	5,000	(6)	01/31/2012	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VERSEN MARIE J 9924 WEST 74TH STREET EDEN PRAIRIE, MN 55344			VP Qual Mgmt & Reg Compliance	

## Signatures

Marie J. Versen                      02/01/2005  
 \*\*Signature of                      Date  
 Reporting Person

## Explanation of Responses:

\* 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).

(1) Exercisable in annual increments of 1,000 shares each commencing 9/21/99.

(2) Exercisable in annual increments of 3,200 shares each commencing 9/20/00.

(3) Exercisable in annual increments of 2,400 shares each commencing 9/18/01.

(4) Exercisable in annual increments of 1,600 shares each commencing 3/17/04.

(5) Exercisable in annual increments of 1,000 shares each commencing 1/26/05.

(6) Exercisable in annual increments of 1,000 shares each commencing 1/31/06.

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

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