

MILLER LOREN R
Form 4
February 03, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLER LOREN R

(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)
02/01/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Vice President and Controller

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	02/01/2006		M		3,000	A	\$ 8.063	9,401 D
Common Stock	02/01/2006		F		646	D	\$ 37.43	8,755 D
Common Stock	02/01/2006		M		1,200	A	\$ 8.375	9,955 D
Common Stock	02/01/2006		F		268	D	\$ 37.43	9,687 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 Amount Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 8.375	02/01/2006		M	1,200	<u>(1)</u> 07/19/2006	Common Stock 2,000
Employee Stock Option (Right to Buy)	\$ 8.063	02/01/2006		M	3,000	<u>(2)</u> 09/20/2006	Common Stock 5,000
Employee Stock Option (Right to Buy)	\$ 25.094					<u>(3)</u> 09/18/2007	Common Stock 5,000
Employee Stock Option (Right to Buy)	\$ 34.85					<u>(4)</u> 11/12/2008	Common Stock 2,500
Employee Stock Option (Right to Buy)	\$ 29.5					<u>(5)</u> 01/15/2010	Common Stock 3,000
Employee Stock Option (Right to Buy)	\$ 29.17					<u>(6)</u> 03/17/2010	Common Stock 2,500
Non-Qualified Stock Option (Right to Buy)	\$ 21.36					<u>(7)</u> 01/26/2011	Common Stock 10,000
Non-Qualified Stock Option (Right to Buy)	\$ 29.37					<u>(8)</u> 01/31/2012	Common Stock 30,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MILLER LOREN R 9924 WEST 74TH STREET EDEN PRAIRIE, MN 55344	Vice President and Controller

Signatures

/s/ Loren R. 02/02/2006
Miller

 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 400 shares each commencing on 7/19/00.
- (2) Exercisable in annual increments of 1,000 shares each commencing on 9/20/00.
- (3) Exercisable in annual increments of 1,000 shares each commencing on 9/18/01.
- (4) Exercisable in annual increments of 500 shares each commencing on 11/12/02.
- (5) Exercisable in annual increments of 600 shares each commencing on 1/15/04.
- (6) Exercisable in annual increments of 500 shares each commencing on 3/17/04.
- (7) Exercisable in annual increments of 2,000 shares each commencing on 1/26/05.
- (8) Exercisable in annual increments of 6,000 shares each commencing on 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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