

VERSEN MARIE J
Form 4
February 02, 2005

FORM 4

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

OMB APPROVAL

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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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

9924 WEST 74TH STREET

(Street)

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

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

EDEN PRAIRIE, MN 55344

(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 Ownership (Instr. 4)
				(A) or (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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SEC 1474 (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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
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

VERSEN MARIE J
9924 WEST 74TH STREET
EDEN PRAIRIE, MN 55344

Director 10% Owner Officer Other

VP Qual Mgmt & Reg Compliance

Signatures

Marie J. Versen 02/01/2005

**Signature of Reporting Person

Date

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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