

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
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|---|---------|----------|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* MILLER LOREN R | | | 2. Issuer Name and Ticker or Trading Symbol SURMODICS INC [SRDX] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Vice President and Controller | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 02/01/2006 | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| 9924 WEST 74TH STREET | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) 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 Beneficial 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 | |

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: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Employee Stock Option (Right to Buy) | \$8.375 | 02/01/2006 | | M | | | 1,200 | (1) | 07/19/2006 | Common Stock | 2,000 | \$0 | 0 | D | |
| Employee Stock Option (Right to Buy) | \$8.063 | 02/01/2006 | | M | | | 3,000 | (2) | 09/20/2006 | Common Stock | 5,000 | \$0 | 0 | D | |
| Employee Stock Option (Right to Buy) | \$25.094 | | | | | | | (3) | 09/18/2007 | Common Stock | 5,000 | | 5,000 | D | |
| Employee Stock Option (Right to Buy) | \$34.85 | | | | | | | (4) | 11/12/2008 | Common Stock | 2,500 | | 2,500 | D | |
| Employee Stock Option (Right to Buy) | \$29.5 | | | | | | | (5) | 01/15/2010 | Common Stock | 3,000 | | 3,000 | D | |
| Employee Stock Option (Right to Buy) | \$29.17 | | | | | | | (6) | 03/17/2010 | Common Stock | 2,500 | | 2,500 | D | |
| Non-Qualified Stock Option (Right to Buy) | \$21.36 | | | | | | | (7) | 01/26/2011 | Common Stock | 10,000 | | 10,000 | 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: 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 | | | | |
| Non-Qualified Stock Option (Right to Buy) | \$29.37 | | | | | | | (B) | 01/31/2012 | Common Stock | 30,000 | | 30,000 | D | |

Explanation of Responses:

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.

Remarks:

/s/ Loren R. Miller

02/02/2006

** 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.