SEC Form 5

FORM 5

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

Form 4 Transactions Reported.

Form 3 Holdings Reported.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OMB APPROVAL
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934	
or Section 30(h) of the Investment Company Act of 1940	

1. Name and Address of Reporting Person* <u>Robey Brian L</u>		on*	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		
			3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)	X	Officer (give title below)	Other (specify below)		
(Last) (First) 9924 WEST 74TH STREET		(Middle)	09/30/2008		VP & Gen Mgr Drug Delivery			
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
EDEN PRAIRI	E MN	55344		X	Form filed by One Reporting Person			
					Form filed by More than	One Reporting		
(City)	(State)	(Zip)			Person			

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

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1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code (Instr.	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially	6. Ownership Form: Direct	7. Nature of Indirect Beneficial	
		(Month/Day/Year)	8)	Amount	(A) or (D)	Price	Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	(D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common Stock							3,666 ⁽¹⁾	D		
Common Stock							6,696 ⁽¹⁾	I	By Trust	

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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. The reporting person contributed 2,692 and 1,087 of his directly owned shares to The Karen E. Robey Revocable Trust on November 19, 2007 and on July 15, 2008 respectively. **Remarks:**

/s/ Gordon S. Weber, on behalf 11/14/2008

of Brian L. Robey

** 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.