

**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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>DURAN LISE W</u>  (Last) (First) (Middle) 9924 WEST 74TH STREET  (Street) EDEN PRAIRIE MN 55344  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SURMODICS INC [ SRDX ]</u>	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) <u>VP &amp; Genl Mgr-Regen Tech</u>
	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

**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		16,000	A	\$8.063	46,734	D	
Common Stock	02/01/2006		F		3,446	D	\$37.43	43,288	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)	\$8.063	02/01/2006		M			16,000	(1)	09/20/2006	Common Stock	16,000	\$0	0	D	
Employee Stock Option (Right to Buy)	\$25.094							(2)	09/18/2007	Common Stock	16,000		16,000	D	
Employee Stock Option (Right to Buy)	\$29.17							(3)	03/17/2010	Common Stock	8,000		8,000	D	
Non-Qualified Stock Option (Right to Buy)	\$21.36							(4)	01/26/2011	Common Stock	5,000		5,000	D	
Non-Qualified Stock Option (Right to Buy)	\$29.37							(5)	01/31/2012	Common Stock	25,000		25,000	D	

**Explanation of Responses:**

- Exercisable in annual increments of 3,200 shares each commencing on 9/20/00.
- Exercisable in annual increments of 2,800 shares each commencing on 9/18/03, 2,944 on 9/18/04, 3,984 on 9/18/05 and 672 on 9/18/06.
- Exercisable in annual increments of 1,600 shares each commencing on 3/17/04.
- Exercisable in annual increments of 1,000 shares each commencing on 1/26/05.
- Exercisable in annual increments of 5,000 shares each commencing on 1/31/06.

**Remarks:**

/s/ Lise W. Duran

02/03/2006

\*\* 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.**