SEC Form 4

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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

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 Perso	'n*	2. Issuer Name and Ticker or Trading Symbol <u>SURMODICS INC</u> [SRDX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
<u>Maharaj Gary R</u>			X	Director	10% Owner		
(Last) (First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X	Officer (give title below)	Other (specify below)		
9924 WEST 74TH STREET		11/28/2017	President & CEO				
(Street)		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filing (Check Applicable		
EDEN PRAIRIE MN	55344		X	Form filed by One Report	ing Person		
(City) (State)	(Zip)			Form filed by More than C Person	One Reporting		

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)	Transaction Code (Instr.					5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	11/28/2017		Α		12,951	A	\$0.00	140,518 ⁽¹⁾	D	
Common Stock	11/28/2017		A		18,853 ⁽²⁾	A	\$0.00	159,371	D	
Common Stock	11/28/2017		F		9,088 ⁽³⁾	D	\$33.2	150,283	D	
Common Stock	11/30/2017		F		1,141	D	\$33.1	149,142	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. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	te	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				
Employee Stock Option (right to buy)	\$33.2	11/28/2017		A		61,017		(4)	11/28/2024	Common Stock	61,017	\$0.00	61,017	D	

Explanation of Responses:

1. Includes 760 shares acquired through the Employee Stock Purchase Plan for the phase ending August 31, 2017.

2. Shares issued in connection with the vesting of a performance share award under long-term incentive plan based on performance during three-year period ended September 30, 2017.

3. Shares withheld to satisfy taxes incident to vesting of performance share award.

4. The award vests in four equal installments on each of the first four anniversaries of the November 28, 2017 grant date.

Remarks:

<u>/s/ Bryan K. Phillips, on behalf</u> of Gary R. Maharaj

11/30/2017

** 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.