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 | 2001 | <u></u> | | |
|---|----------------------|----------|--|------------------------|---|-----------------------|--|
| 1. Name and Address of Reporting Person [*] MESLOW JOHN A | | | 2. Issuer Name and Ticker or Trading Symbol <u>SURMODICS INC</u> [SRDX] | | tionship of Reporting Person(s) to Issue all applicable) Director 10% Owr | | |
| (Last) 1386 KNOLLY | (First) WOOD LANE | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 11/30/2010 | | Officer (give title below) | Other (specify below) | |
| (Street) MENDOTA HEIGHTS MN | | 55118 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indix Line) X | | | |
| (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) | tion Date, Transaction Code (Instr. | | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---|--|---|--------|---|-------|--|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |

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) | | 5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and | ive ies ed ed nstr. | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | and 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 | | | | |
| Common Stock (Option to Buy) ⁽¹⁾ | \$9.25 | 11/30/2010 | | A | | 16,528 | | (2) | 11/30/2017 | Common Stock | 16,528 | \$0.00 | 16,528 | D | |

Explanation of Responses:

1. Represents a stock option award granted pursuant to the issuer's Board Compensation Policy, amended and restated as of February 8, 2010.

2. The award vests in four equal installments on each of the first four anniversaries of the November 30, 2010 grant date.

Remarks:

/s/Alyn Bedford, on behalf of John A. Meslow

12/02/2010

** 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.

OMB APPROVAL

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