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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

0	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).						
1.	Name and Address of Reporting Person*	2.	Issuer Name and Ticker or Trading Symbol	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)		
	Hathaway, Stephen C.		SurModics, Inc. (SRDX)				
	(Last) (First) (Middle)	4.	Statement for Month/Day/Year	5.	If Amendment, Date of Original		
	9924 West 74th Street		November 22, 2002		(Month/Day/Year)		
	(Street)						
		6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint/Group Filing (Check Applicable Line)		
	Eden Prairie, MN, 55344		0 Director 0 10% Owner		☑ Form Filed by One Reporting Person		
	(City) (State) (Zip)		☑ Officer (give title below)		• Form Filed by More than One Reporting		
			0 Other (specify below)		Person		
			Vice President & Chief Financial Officer				

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).

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 Sec- urities Beneficially Owned Following Reported Trans- action(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownershij (Instr. 4)
					Code V	Amount	(A) or (D)	Price			
Co: Sto	ommon ock		11/22/02		М	10,000	A	\$2.50			
Co: Sto	mmon ock		11/22/02		S	2,500	D	\$34.01			
Co: Sto	ommon ock		11/25/02		S	6,000	D	\$33.50			
Co: Sto	ommon ock		11/25/02		S	1,500	D	\$33.53	66,886	D	
Co: Sto	ommon ock								28,000	Ι	By Spouse
	_	_					_	_			

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Title of Derivative Security (Instr. 3)		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.		rivative Securities or Disposed of (D) 5)
								Code V		(A)	(D)
Employee Stock Option (Right to Buy)		\$2.50		11/22/02				М			10,0
Employee Stock Option (Right to Buy)		\$3.875					Previou	sly Reported			
Employee Stock Option (Right to Buy)		\$8.0625					Previou	sly Reported			
Employee Stock Option (Right to Buy)		\$25.094					Previou	sly Reported			

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Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned — Continued
(e.g., puts, calls, warrants, options, convertible securities)

Date Exercisable and Expiration Date (Month/Day/Year)		ing Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Expiration le Date	Title	Amount or Number of Shares				
11/18/03	Common Stock	60,000	None	5,900	D	
9/21/05	Common Stock	10,000	None	10,000	D	
9/20/06	Common Stock	16,000	None	16,000	D	
9/18/07	Common Stock	12,000	None	12,000	D	
	Date /Year) Expiration a 11/18/03 9/21/05 9/20/06	Date /Year) of Underly (Instr. 3 and Date Expiration Date Title 11/18/03 Common Stock 9/21/05 Common Stock 9/20/06 Common Stock Common Common	Date (Year) of Underlying Securities (Instr. 3 and 4) Expiration Date Amount or Number of Shares 11/18/03 Common Stock 60,000 9/21/05 Common Stock 10,000 9/20/06 Common Stock 16,000 Common 16,000	Date (Year) of Underlying Securities (Instr. 3 and 4) Security (Instr. 5) Image: Imag	Date (Near) of Underlying Securities (Instr. 3 and 4) Security (Instr. 5) Beneficially Owned Following Reported Transaction(s) (Instr. 4) obe Expiration Date Amount or Number of Shares Amount or Number of Shares Imount or Shares 11/18/03 Common Stock 60,000 None 5,900 9/21/05 Common Stock 10,000 None 10,000 9/20/06 Common Stock 16,000 None 16,000	Date (Near) of Underlying Securities (Instr. 3 and 4) Security (Instr. 5) Beneficially Owned Following Reported Transaction(s) (Instr. 4) Derivative Security: Direct (D) or Indirect (I) (Instr. 4) ob Expiration Date Amount or Number of Shares Amount or Number of Shares Derivative Security: Direct (D) or Indirect (I) (Instr. 4) 11/18/03 Common Stock 60,000 None 5,900 D 9/21/05 Common Stock 10,000 None 10,000 D 9/20/06 Common Stock 16,000 None 16,000 D

Explanation of Responses:

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(1) Exercisable in annual increments of 12,000 shares each commencing 11/18/98.

(2) Exercisable in annual increments of 2,000 shares each commencing 9/21/99.

(3) Exercisable in annual increments of 3,200 shares each commencing 9/20/00.

(4) Exercisable in annual increments of 2,400 shares each commencing 9/18/01.

/s/ Stephen C. Hathaway

November 25, 2002

Date

**Signature of Reporting Person

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.

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