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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 5

ANNUAL 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**

- Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

1. Name and Address of Reporting Person* Meslow John A. _____ <i>(Last) (First) (Middle)</i>	2. Issuer Name and Ticker or Trading Symbol SurModics, Inc. (SRDX) _____	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) _____
1386 Knollwood Lane _____ <i>(Street)</i>	4. Statement for Month/Year _____	5. If Amendment, Date of Original (Month/Year) September 2002 _____
Mendota Heights MN 55118 _____ <i>(City) (State) (Zip)</i>	6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) <input checked="" type="checkbox"/> Director <input type="radio"/> 10% Owner <input type="radio"/> Officer <i>(give title below)</i> <input type="radio"/> Other <i>(specify below)</i> _____	7. Individual or Joint/Group Reporting (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="radio"/> Form filed by More than One Reporting Person

* If the form is filed by more than one reporting person, see instruction 4(b)(v).

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

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
				(A) Amount or (D) Price			
Common Stock					28,000*	D	

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

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	
					(A)	(D)
Director Stock Option (Right to Buy)	\$14.0625*	Previously Reported				
Director Stock Option (Right to Buy)	\$25.094*	Previously Reported				
Director Stock Option (Right to Buy)	\$34.85	11/21/01		A	1,000	

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

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned at End of Year <i>(Instr. 4)</i>	10. Ownership of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
(1)	3/20/10	Common Stock	10,000*	None	10,000* D
(2)	9/18/10	Common Stock	2,000*	None	2,000* D
(3)	11/21/11	Common Stock	1,000	None	1,000 D

Explanation of Responses:

*Adjusted to reflect 2-for-1 stock split effective 12/6/00

- (1) Exercisable in annual increments of 2,000 shares each, commencing 3/20/00.
- (2) Exercisable in annual increments of 400 shares each, commencing 9/18/00.
- (3) Exercisable in annual increments of 200 shares each, commencing 11/21/01.

/s/ John A. Meslow

November 17, 2002

 **Signature of Reporting Person

 Date

** 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 provided is insufficient, see Instruction 6 for procedure.

CONFIRMING STATEMENT

This Statement confirms that the undersigned, John A. Meslow, authorized and designated Melodie R. Rose to execute and file with the Securities and Exchange Commission, on the undersigned's behalf, a Form 5 for the fiscal year ended September 30, 2002, relating to the undersigned's ownership of or transactions in securities of SurModics, Inc. The authority of Melodie R. Rose under this Statement terminated upon the filing of said Form 5 with the Securities and Exchange Commission. The undersigned acknowledges that Melodie R. Rose has not assumed any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Date: November 17, 2002.

/s/ John A. Meslow
