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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(f) 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* Melrose Kendrick B. <hr/> <i>(Last) (First) (Middle)</i> 8111 Lyndale Avenue South <hr/> <i>(Street)</i> Minneapolis MN 55420 <hr/> <i>(City) (State) (Zip)</i>	2. Issuer Name and Ticker or Trading Symbol SurModics, Inc. (SRDX) <hr/> 4. Statement for Month/Year September, 2002 <hr/> 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> <hr/>	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) <hr/> 5. If Amendment, Date of Original (Month/Year) <hr/> 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
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* 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>

[illegible]

**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)
										(A)	(D)
	Director Stock Option (Right to Buy)		\$6.5625						Previously Reported		
	Director Stock Option (Right to Buy)		\$2.50						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)

[illegible]

Explanation of Responses:

- (1) Exercisable in annual increments of 1,800 shares each, commencing 5/17/99.
- (2) Exercisable in annual increments of 8,000 shares each, commencing 9/18/95.
- (3) Exercisable in annual increments of 400 shares each, commencing 9/18/00.
- (4) Exercisable in annual increments of 200 shares each, commencing 11/21/01.

/s/ Kendrick B. Melrose

November 13, 2002

****Signature of Reporting Person**
Kendrick B. Melrose

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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.