

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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	
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1. Name and Address of Reporting Person * <u>Phillips Bryan K</u> (Last) (First) (Middle) 9924 WEST 74TH STREET (Street) EDEN PRAIRIE MN 55344 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SURMODICS INC [SRDX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Gen Counsel & Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) 12/03/2013	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	12/03/2013		M		23,243	A	\$9.25	42,997	D	
Common Stock	12/03/2013		M		10,735	A	\$12.4	53,732	D	
Common Stock	12/03/2013		F ⁽¹⁾		21,263	D	\$23.47	32,469	D	
Common Stock	12/04/2013		s ⁽²⁾		16,236	D	\$22.9522 ⁽³⁾	16,233	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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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
Stock Option (Right to Buy)	\$9.25	12/03/2013		D			23,243	(4)	11/30/2017	Common Stock	23,243	\$0.00	7,748	D	
Stock Option (Right to Buy)	\$12.4	12/03/2013		D			10,735	(5)	11/30/2018	Common Stock	10,735	\$0.00	10,734	D	

Explanation of Responses:

- The reporting person makes a payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b-5 trading plan adopted by the reporting person.
- Reflects the weighted average price of 16,236 shares of common stock of SurModics, Inc. sold by the reporting person in multiple transactions on December 4, 2013 with the sale prices ranging from \$22.59 to \$23.415 per share. The reporting person undertakes to provide upon request by the U. S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- The award vests in four equal installments on each of the first four anniversaries of the November 30, 2010 grant date.
- The award vests in four equal installments on each of the first four anniversaries of the November 30, 2011 grant date.

Remarks:

/s/ Bryan K. Phillips 12/05/2013
 ** 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.