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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**

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

<b>1. Name and Address of Reporting Person*</b>  Hathaway, Stephen C.  _____ <i>(Last) (First) (Middle)</i>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  SurModics, Inc. (SRDX)  _____	<b>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</b>  _____
9924 West 74th Street  _____ <i>(Street)</i>	<b>4. Statement for Month/Day/Year</b>  February 28, 2003  _____	<b>5. If Amendment, Date of Original (Month/Day/Year)</b>  _____
Eden Prairie, MN 55344  _____ <i>(City) (State) (Zip)</i>	<b>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</b>  <input type="radio"/> Director <input type="radio"/> 10% Owner <input checked="" type="checkbox"/> Officer <i>(give title below)*</i> <input type="radio"/> Other <i>(specify below)</i>  *No longer Vice President & Chief Financial Officer after 2/28/03 _____	<b>7. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form Filed by One Reporting Person  <input type="radio"/> Form Filed by More than One Reporting Person

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).

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

[illegible]

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

[illegible]

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

[illegible]

### Explanation of Responses:

\* Includes 222 shares acquired through Employee Stock Purchase Plan.

(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 increments of 2,088 shares on 9/18/01, 2,640 shares on 9/18/07, 2,472 shares on 9/18/03, and 2,400 shares each on 9/18/04 and 9/18/05.

/s/ Stephen C. Hathaway

March 4, 2003

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