

MILLER LOREN R
Form 4
March 22, 2006

FORM 4

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLER LOREN R

(Last) (First) (Middle)

9924 WEST 74TH STREET

(Street)

EDEN PRAIRIE, MN 55344

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SURMODICS INC [SRDX]

3. Date of Earliest Transaction
(Month/Day/Year)
03/21/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Vice President and Controller

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock				(A) or (D)			
			Code	V	Amount	(D)	Price
Common Stock	03/21/2006		A		2,500	A	\$ 0
					10,157 ⁽⁷⁾	D	
					12,657	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 25.094					<u>(1)</u> 09/18/2007	Common Stock 5,000
Employee Stock Option (Right to Buy)	\$ 34.85					<u>(2)</u> 11/12/2008	Common Stock 2,500
Employee Stock Option (Right to Buy)	\$ 29.5					<u>(3)</u> 01/15/2010	Common Stock 3,000
Employee Stock Option (Right to Buy)	\$ 29.17					<u>(4)</u> 03/17/2010	Common Stock 2,500
Non-Qualified Stock Option (Right to Buy)	\$ 21.36					<u>(5)</u> 01/26/2011	Common Stock 10,000
Non-Qualified Stock Option (Right to Buy)	\$ 29.37					<u>(6)</u> 01/31/2012	Common Stock 30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER LOREN R 9924 WEST 74TH STREET EDEN PRAIRIE, MN 55344			Vice President and Controller	

Signatures

/s/ Loren R.
Miller

03/22/2006

 Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).

- (1) Exercisable in annual increments of 1,000 shares each commencing on 9/18/01.
- (2) Exercisable in annual increments of 500 shares each commencing on 11/12/02.
- (3) Exercisable in annual increments of 600 shares each commencing on 1/15/04.
- (4) Exercisable in annual increments of 500 shares each commencing on 3/17/04.
- (5) Exercisable in annual increments of 2,000 shares each commencing on 1/26/05.
- (6) Exercisable in annual increments of 6,000 shares each commencing on 1/31/06.
- (7) Includes 470 shares acquired through Employee Stock Purchase Plan for the phase ended 2/28/06.

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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