

SURMODICS INC
Form 4
July 26, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KOCH DAVID A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
505 N. HIGHWAY 169, SUITE 595

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/25/2006

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

PLYMOUTH, MN 55441

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 07/25/2006 | | S | 900 D \$ 37.11 | 748,683 | D | |
| Common Stock | 07/25/2006 | | S | 800 D \$ 37.13 | 747,883 | D | |
| Common Stock | 07/25/2006 | | S | 100 D \$ 37.14 | 747,783 | D | |
| Common Stock | 07/25/2006 | | S | 1,500 D \$ 37.17 | 746,283 | D | |
| Common Stock | 07/25/2006 | | S | 200 D \$ 37.18 | 746,083 | D | |
| | 07/25/2006 | | S | 1,300 D \$ 37.2 | 744,783 | D | |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|---|----------|---------|---|------------------------|
| Common Stock | | | | | | | | | |
| Common Stock | 07/25/2006 | | S | 1,000 | D | \$ 37.24 | 743,783 | D | |
| Common Stock | 07/25/2006 | | S | 800 | D | \$ 37.32 | 742,983 | D | |
| Common Stock | 07/25/2006 | | S | 100 | D | \$ 37.34 | 742,883 | D | |
| Common Stock | 07/25/2006 | | S | 200 | D | \$ 37.36 | 742,683 | D | |
| Common Stock | | | | | | | 140,000 | I | By Trust <u>(1)</u> |
| Common Stock | | | | | | | 32,000 | I | By Spouse |

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

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 control number.

SEC 1474
(9-02)

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) | 8. Price of Derivative Security (Instr. 5) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Director Stock Option (Right to Buy) | \$ 6.563 | | | | | <u>(2)</u> | 05/17/2009 | Common Stock | 9,000 |
| Director Stock Option | \$ 25.094 | | | | | <u>(3)</u> | 09/18/2010 | Common Stock | 2,000 |

(Right to Buy)

Director

Stock

Option \$ 34.85

(Right to Buy)

(4)

11/21/2011

Common
Stock

1,000

Director

Stock

Option \$ 29.17

(Right to Buy)

(5)

03/17/2013

Common
Stock

2,000

Director

Stock

Option \$ 21.82

(Right to Buy)

(6)

05/17/2014

Common
Stock

5,000

Director

Stock

Option \$ 39.13

(Right to Buy)

(7)

11/14/2015

Common
Stock

5,000

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KOCH DAVID A 505 N. HIGHWAY 169 SUITE 595 PLYMOUTH, MN 55441 | X | | | |

Signatures

/s/ David A.

Koch

07/26/2006

**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) These shares are owned by a trust established under the will of Clarissa L. Gray. The wife and children of David A. Koch are among the beneficiaries of the trust. The trustees of the trust are David A. Koch, Paul M. Torgerson and U.S. Bank Trust National Association SD.
- (2) Exercisable in annual increments of 1,800 shares each commencing 5/17/99.
- (3) Exercisable in annual increments of 400 shares each commencing 9/18/00.

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- (4) Exercisable in annual increments of 200 shares each commencing 11/21/01.
- (5) Exercisable in annual increments of 400 shares each commencing 3/17/03.
- (6) Exercisable in annual increments of 1,000 shares each commencing 5/17/04.
- (7) Exercisable in annual increments of 1,000 shares each commencing 11/14/05.

Remarks:

Form two of two forms filed for Table I transactions.

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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