

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

(Last) (First) (Middle)

505 N. HIGHWAY 169, SUITE 595

(Street)

PLYMOUTH, MN 55441

(City) (State) (Zip)

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

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

07/25/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 (1)
Common Stock							32,000	I	By Spouse

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

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(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					(2)	05/17/2009	Common Stock	9,000
Director Stock Option	\$ 25.094					(3)	09/18/2010	Common Stock	2,000

(Right to Buy)

Director
Stock

Option	\$ 34.85	<u>(4)</u>	11/21/2011	Common Stock	1,000
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(Right to Buy)

Director
Stock

Option	\$ 29.17	<u>(5)</u>	03/17/2013	Common Stock	2,000
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(Right to Buy)

Director
Stock

Option	\$ 21.82	<u>(6)</u>	05/17/2014	Common Stock	5,000
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(Right to Buy)

Director
Stock

Option	\$ 39.13	<u>(7)</u>	11/14/2015	Common Stock	5,000
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(Right to Buy)

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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