Stich Joseph J. Form 4 December 14, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

Check this box

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Stich Joseph J.

(Middle)

(Zip)

(First) (Last)

9924 WEST 74TH STREET

(Street)

2. Issuer Name and Ticker or Trading Symbol

SURMODICS INC [SRDX]

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

12/12/2012

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

3.

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

10% Owner Director

X_ Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

VP, Bus Ops & GM, IVD

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

EDEN PRAIRIE, MN 55344

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(State)

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

or

5. Amount of Securities Beneficially Owned Following Reported

Form: Direct (D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

Common Stock

(City)

Code V Amount (D) Price

5,783 (1)

D

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

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SEC 1474 (9-02)

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 1 5 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy) (2)	\$ 20.37	12/12/2012		A	13,266	(3)	12/12/2019	Common Stock	13,266	

Reporting Owners

Reporting Owner Name / Address			Relationships	
	D:4	100/ 0	Off.	Othon

Stich Joseph J.

9924 WEST 74TH STREET VP, Bus Ops & GM, IVD

EDEN PRAIRIE, MN 55344

Signatures

/s/ Bryan K. Phillips, on behalf of Joseph J. Stich 12/14/2012

**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) Includes a total of 1,783 shares acquired through the Employee Stock Purchase Plan for the phases ended 5/31/11, 8/31/11, 11/30/11, 2/29/12, 5/31/12, 8/31/12, and 11/30/12.
- (2) Represents an annual stock option award granted pursuant to the issuer's executive compensation program.
- (3) The award vests in four equal installments on each of the first four anniversaries of the December 12, 2012 grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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