

MELROSE KENDRICK B
Form 5
November 12, 2004

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
MELROSE KENDRICK B

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

8111 LYNDALE AVENUE SOUTH

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
09/30/2004

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

MINNEAPOLIS, MN 55420

(City) (State) (Zip)

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

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	12/13/2001		G	16 D \$0	224,624	D	
Common Stock	12/19/2003		G	25 D \$0	224,599	D	

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

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SEC 2270 (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. 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. I. De. Sec. (In	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 6.5625	Â	Â	Â	Â Â	Â (1)	05/17/2009	Common Stock	9,000
Director Stock Option (Right to Buy)	\$ 2.5	Â	Â	Â	Â Â	Â (2)	09/18/2005	Common Stock	40,000
Director Stock Option (Right to Buy)	\$ 25.094	Â	Â	Â	Â Â	Â (3)	09/18/2010	Common Stock	2,000
Director Stock Option (Right to Buy)	\$ 34.85	Â	Â	Â	Â Â	Â (4)	11/21/2011	Common Stock	1,000
Director Stock Option (Right to Buy)	\$ 29.17	Â	Â	Â	Â Â	Â (5)	03/17/2013	Common Stock	3,000
Director Stock Option (Right to Buy)	\$ 21.82	Â	Â	Â	Â Â	Â (6)	05/17/2014	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

MELROSE KENDRICK B
8111 LYNDAL AVE SOUTH X
MINNEAPOLIS, MN 55420

Signatures

Kendrick B. 11/12/2004
Melrose

**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 1,800 shares each commencing 5/17/99.
 - (2) Exercisable in annual increments of 8,000 shares each commencing 9/18/95.
 - (3) Exercisable in annual increments of 400 shares each commencing 9/18/00.
 - (4) Exercisable in annual increments of 200 shares each commencing 11/21/01.
 - (5) Exercisable in annual increments of 600 shares each commencing 3/17/03.
 - (6) Exercisable in annual increments of 1,000 shares each commencing 5/17/04.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.