

SURMODICS INC
Form 5/A
November 21, 2002

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| OMB APPROVAL |
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

- Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person* Meslow John A. <hr/> <i>(Last) (First) (Middle)</i> | 2. Issuer Name and Ticker or Trading Symbol SurModics, Inc. (SRDX) <hr/> | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) <hr/> |
| 1386 Knollwood Lane <hr/> <i>(Street)</i> | 4. Statement for Month/Year <hr/> | 5. If Amendment, Date of Original (Month/Year) September 2002 <hr/> |
| Mendota Heights MN 55118 <hr/> <i>(City) (State) (Zip)</i> | 6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <i>(give title below)</i> | 7. Individual or Joint/Group Reporting (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> |

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Other (*specify below*)

Form filed by More
than One Reporting
Person

* If the form is filed by more than one reporting person, see instruction 4(b)(v).

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security <i>(Instr. 3)</i> | 2. Transaction Date <i>(Month/Day/Year)</i> | 2A. Deemed Execution Date, if any <i>(Month/Day/Year)</i> | 3. Transaction Code <i>(Instr. 8)</i> | 4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i> | 5. Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year <i>(Instr. 3 and 4)</i> | 6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i> | 7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i> |
|---|--|--|--|---|--|--|---|
|---|--|--|--|---|--|--|---|

(A)
or
Amount (D) Price

| | | | | | | | |
|--------------|--|--|--|--|---------|---|--|
| Common Stock | | | | | 28,000* | D | |
|--------------|--|--|--|--|---------|---|--|

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

| 1. Title of Derivative Security <i>(Instr. 3)</i> | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date <i>(Month/Day/Year)</i> | 3A. Deemed Execution Date, if any <i>(Month/Day/Year)</i> | 4. Transaction Code <i>(Instr. 8)</i> | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i> | |
|--|--|--|--|--|--|-----|
| | | | | | (A) | (D) |
| Director Stock Option (Right to Buy) | \$14.0625* | Previously Reported | | | | |
| Director Stock Option (Right to Buy) | \$25.094* | Previously Reported | | | | |
| Director Stock Option (Right to Buy) | \$34.85 | 11/21/01 | | A | 1,000 | |
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Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued
(e.g., puts, calls, warrants, options, convertible securities)

| 6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i> | 7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i> | 8. Price of Derivative Security <i>(Instr. 5)</i> | 9. Number of Derivative Securities Beneficially Owned at End of Year <i>(Instr. 4)</i> | 10. Ownership of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i> | 11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i> |
|--|---|--|---|---|--|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
| (1) | 3/20/10 | Common Stock | 10,000* | None | 10,000* D |
| (2) | 9/18/10 | Common Stock | 2000* | None | 2,000* D |
| (3) | 11/21/11 | Common Stock | 1,000 | None | 1,000 D |
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Explanation of Responses:

- *Adjusted to reflect 2-for-1 stock split effective 12/6/00
- (1) Exercisable in annual increments of 2,000 shares each, commencing 3/20/00.
- (2) Exercisable in annual increments of 400 shares each, commencing 9/18/00.
- (3) Exercisable in annual increments of 200 shares each, commencing 11/21/01.

/s/ John A. Meslow
**Signature of Reporting Person

November 17, 2002
Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.
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CONFIRMING STATEMENT

This Statement confirms that the undersigned, John A. Meslow, authorized and designated Melodie R. Rose to execute and file with the Securities and Exchange Commission, on the undersigned's behalf, a Form 5 for the fiscal year ended September 30, 2002, relating to the undersigned's ownership of or transactions in securities of SurModics, Inc. The authority of Melodie R. Rose under this Statement terminated upon the filing of said Form 5 with the Securities and Exchange Commission. The undersigned acknowledges that Melodie R. Rose has not assumed any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Date: November 17, 2002.

/s/ John A. Meslow
