

OLSON CHARLES W  
Form 4  
March 22, 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 \*  
OLSON CHARLES W

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)  
9924 WEST 74TH STREET

3. Date of Earliest Transaction (Month/Day/Year)  
03/21/2006

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

VP & Genl Mgr-Hydroph Tech

(Street)  
EDEN PRAIRIE, MN 55344-3523

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock                    |                                      |  |                                | (A) or (D)  | 23,940  | D  |  |
| Common Stock                    | 03/21/2006                           |  | A                              | 7,500 A   | \$ 0 31,440   | D  |  |
| Common Stock                    |                                      |  |                                |   | 800   | I  | By IRA                                     |
| Common Stock                    |                                      |  |                                |   | 190   | I  | By Son                                     |
| Common Stock                    |                                      |  |                                |   | 190   | I  | By Daughter                                |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Incentive Stock Option (Right to Buy)      | \$ 48.85   |                                      |  |                                |   | (1) 07/23/2008   | Common Stock  | 800                        |
| Incentive Stock Option (Right to Buy)      | \$ 29.5  |                                      |  |                                |   | (2) 01/15/2010   | Common Stock  | 1,000                      |
| Incentive Stock Option (Right to Buy)      | \$ 21.82   |                                      |  |                                |   | (3) 05/17/2011   | Common Stock  | 5,000                      |
| Non-Qualified Stock Option (Right to Buy)  | \$ 29.37   |                                      |  |                                |   | (4) 01/31/2012   | Common Stock  | 60,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| OLSON CHARLES W<br>9924 WEST 74TH STREET<br>EDEN PRAIRIE, MN 55344-3523 |               |           | VP & Genl Mgr-Hydroph Tech |       |

## Signatures

/s/ Charles W. Olson 03/22/2006

\_\_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) Exercisable in annual increments of 160 shares commencing 7/23/02.
- (2) Exercisable in annual increments of 200 shares commencing on 1/15/04.
- (3) Exercisable in annual increments of 1,000 shares commencing on 5/17/05.
- (4) Exercisable in annual increments of 12,000 shares commencing on 1/31/06.

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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